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Charter Number Only

12/2/97 Adriana

Gloria Rosa Bodin

Requestor's Name

2100 Ponce de Leon Blvd. #920

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

#442-1322

VALIDATION ONLY

FILED  
97 DEC -3 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Centro Ciudad Planetaria Corporation

English trans: Center Planetary City Corporation

( ) Profit

( ) Amendment

( ) Merger

☒ NonProfit

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

☒ Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

☒ Walk In

( ) Will Wait

☒ Pick Up

( ) Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

K. Rolfe

DEC 03 1997



Empire Toll Free: 1-800-432-3028

**Articles of Incorporation  
of  
Florida Nonprofit Corporation**

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TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is Centro Ciudad Planetaria Corporation.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable and educational purposes pursuant to the Florida Corporation 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

The principal office address shall be: 19800 SW 180<sup>th</sup> Avenue, # 108, Miami, Florida 33187.

ARTICLE V

GENERAL AND SPECIFIC PURPOSES

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

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

B. For the development, dissemination and advancement of educational events to the community, including, but not limited to, environmental

and holistic knowledge throughout the United States and beyond, by the distribution of its funds for such purposes.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, 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, including private foundations and private operating foundations.

## ARTICLE VI

### MANAGEMENT OF CORPORATE 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 three (3) persons. The number of Directors of the corporation shall be three, provided, however, that such number may be changed by a By-Laws duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The manner in which the Directors are elected shall be stated in the By-Laws.

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 19800 SW 180<sup>th</sup> Avenue, # 108, Miami, Florida 33187, on September 4th of each year at 10:00 a.m., or at such place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board 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, 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 so act. Such a statement shall be prima facia evidence of such authority.

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

<u>Name</u>	<u>Address</u>
Gisella Fabelo	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187
Efrain Hoffmann	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187
Victor Uphaaus	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first 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: Gisella Fabelo	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187
Vice President: Victor Uphaaus	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187
Secretary: Joakin Bello	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187
Treasurer: Efrain Hoffmann and Carlos Gonzalez	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187

## ARTICLE VII

### 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 payments and distributions in furtherance of the purposes 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (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 activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VIII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 IX

### MEMBERSHIP

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

## ARTICLE X

### SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Gisella Fabelo	19800 SW 180 <sup>th</sup> Avenue, # 108 Miami, FL 33187

## ARTICLE XI

### 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 XII

### 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 XIII

#### REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2100 Ponce de Leon Boulevard, Suite 920, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be Gloria Roa Josepher.

### ARTICLE XIV

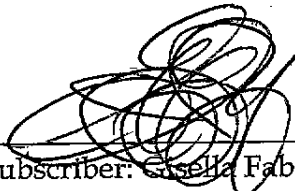
#### AMENDMENT OF ARTICLES

Amendments to these Articles of 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.

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 21<sup>st</sup> day of August, 1997.

WITNESSED BY:

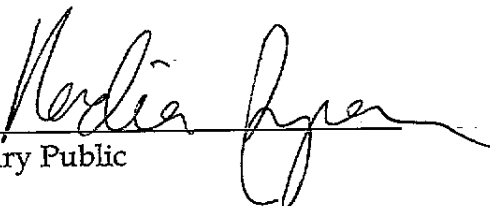
Ricardo Vidal

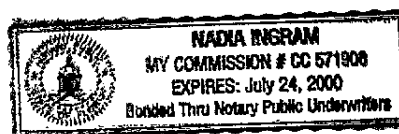
  
Subscriber: Gisella Fabelo

  
Registered Agent: Gloria Roa Josepher

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 1997 by Gisella Fabelo and Gloria Roa Josepher, who are personally known to me or who have produced Florida Driver Licenses as identification.

  
Notary Public





CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that CENTRO CIUDAD PLANETARIA CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Gloria Roa Josepher, located at 2100 Ponce de Leon Boulevard, City of Coral Gables, County of Dade, State of Florida, as its agent 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.

Signature \_\_\_\_\_

Gloria Roa Josepher

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