

# N97000006827

TRANSMITTAL LETTER

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

300002365333--7  
-12/08/97--01049--005  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: NICARAGUAN DEVELOPMENT RELIEF FOUNDATION, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ARMANDO J. MOLINA  
Name (Printed or typed)

14805 S.W. 97 TERRACE  
Address

MIAMI, FLORIDA 33196  
City, State & Zip

(305) 470-1656  
Daytime Telephone number

FILED  
97 DEC -8 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

12/9/97 FM

**ARTICLES OF INCORPORATION  
OF  
NICARAGUAN DEVELOPMENT RELIEF FOUNDATION, INC.**

**ARTICLE I - NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of this Corporation is:

**NICARAGUAN DEVELOPMENT RELIEF FOUNDATION, INC.**

The principal office and mailing address of this Corporation is:

**8370 West Flagler Street, Suite 220  
Miami, Florida 33144**

**FILED**  
97 DEC -8 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - CORPORATE NATURE**

This is a non-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617, Florida Statutes.

**ARTICLE III - DURATION**

This Corporation is to exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation has the specific purposes of raising funds and collecting donations, including but not limited, in the form of goods, commodities, supplies, equipment, and services to support the development of social and welfare programs on behalf of the people of Nicaragua. The Corporation shall also perform any lawful business for which non-profit organizations may be incorporated under the Florida Statutes.

## **ARTICLE V - MEMBERS**

The Corporation shall have members. Membership shall be open to all those persons interested in the corporate purpose. Persons meeting such qualifications shall become regular members after obtaining approval from the Board of Directors and declaring their intentions to abide by these articles of incorporation and the By-Laws. The By-Laws will further regulate the membership. The Board of Directors may, from time to time, admit sponsoring members, granting such status to any natural or legal person for their continued support to the causes and purposes of the Corporation. It may also appoint Honorary Members, granting such status to people for their services to the Corporation. Sponsoring Members and Honorary Members do not have to meet the qualifications of regular Members who are the only ones with voting rights.

## **ARTICLE VI - REGISTERED AGENT AND OFFICE**

The address of the Corporation' Registered Office shall be **14805 S.W. 97 Terrace, Miami, Florida 33196**, and the name of the Registered Agent at said address shall be **Armando J. Molina**.

## **ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS**

### **A. Board of Directors.**

The Powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than three (3) persons.

The Corporation shall have eight (8) Directors initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed in the By-Laws, but there shall never be less than one (1) Director.

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

The Directors appointed at the first annual meeting, and at all times thereafter shall serve for a term of three (3) years until the annual meeting of members following the appointment of Directors and until qualification of the successors in office. Annual meetings shall be held at Miami, Florida, on the fifth of January 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 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 provisions 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 facie evidence of such authority.

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

**NAME:**

**ADDRESS:**

Josefina Vannini

8370 West Flagler Street, Suite 220  
Miami, Florida 33144

Armando J. Molina

14805 S. W. 97 Terrace  
Miami, Florida 33196

Marco A. Cajina	15530 S. W. 145 Court Miami, Florida 33177
Aaron Tuckler	1330 Coral Way, Suite 200 Miami, Florida 33145
Socorro Cardenas	14221 S. W. 88 Street Miami, Florida 33186
Enrique Mantica	Reparto Villa Fontana # Managua, Nicaragua
Enrique Bolanos	KM 21 - Route to Masaya Masaya, Nicaragua
Alberto Tamayo	6550 N. W. 77 Court Miami, Florida 33166

#### **B. Corporate Officers**

The Board of Directors shall elect the following officers: President, Vice President, Secretary, Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to appoint from time to time. Initially, such officers shall be appointed at the first annual meeting of the Board of Directors. Until such appointment is held, the following persons shall serve as the corporate officers:

<b>NAME:</b>	<b>ADDRESS:</b>
President: Josefina Vannini	8370 West Flagler Street, Suite 220 Miami, Florida 33144
Vice President: Armando J. Molina	14805 S. W. 97 Terrace Miami, Florida 33196
Secretary: Marco A. Cajina	15530 S. W. 145 Court Miami, Florida 33177

Treasurer: Aaron Tuckler	1330 Coral Way, Suite 200 Miami, Florida 33145
Director: Socorro Cardenas	14221 S. W. 88 Street Miami, Florida 33186
Director: Enrique Mantica	Reperto Villa Fontana # Managua, Nicaragua
Director: Enrique Bolanos	KM 21 - Route to Masaya Masaya, Nicaragua
Director: Alberto Tamayo	6550 N. W. 77 Court Miami, Florida 33166

#### **ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the Corporation shall inure 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 in, 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 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 IX - DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) or 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 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 X - SUBSCRIBERS**

The name and residence addresses of the subscribers of this Corporation are as follows:

**NAME:**

**ADDRESS:**

Marco A. Cajina

15530 S. W. 145 Court  
Miami, Florida 33177

Aaron Tuckler

1330 Coral Way, Suite 200  
Miami, Florida 33145

## **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 - AMENDMENT OF ARTICLES**

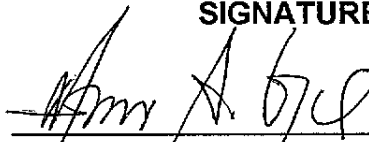
Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this Corporation.

We, the undersigned, being the Subscribers and Incorporators of this Corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida, have executed these Articles of Incorporation, this 29th day of October of 1997.

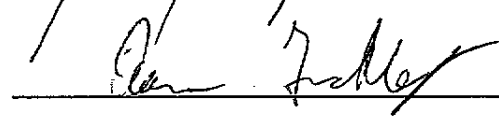
**NAME**

**SIGNATURE**

Marco A. Cajina

  
\_\_\_\_\_

Aaron Tuckler

  
\_\_\_\_\_



**STATE OF FLORIDA  
COUNTY OF DADE**

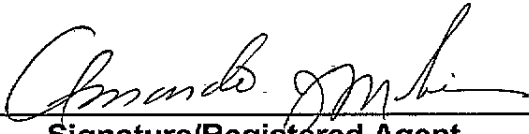
**BEFORE ME**, the undersigned authority, personally appeared Marco A. Cajina and Aaron Tuckler to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument. - Both are personally known to me. -

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 30th day of October of 1997.

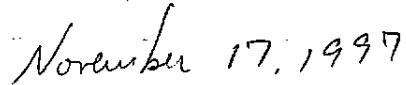
Jose Macario Estrada  
Notary Public



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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/Registered Agent



Date

**FILED**

97 DEC -8 AM 10:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA