

N97000007205

TRANSMITTAL LETTER

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

800002384518--5  
-12/29/97--01096--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT:** Jose Gregorio Hernandez Society of America, 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:** Kenneth H. Jones  
Name (Printed or typed)

11256 NW 51st Terrace  
Address

Miami, Florida 33178  
City, State & Zip

305-418-3573  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 29 PM 2:56

FILED

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

*9/12-30-97*

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97 DEC 29 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of  
Jose Gregorio Hernandez Society of America, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Not for Profit Corporation Act of the State of Florida (the "Act"), hereby adopts the following Articles of Incorporation:

Article I. Name

The name of the corporation shall be "Jose Gregorio Hernandez Society of America, Inc." (hereinafter, the "Corporation").

Article II. Principal Office

The principal place of business and mailing address of the Corporation shall be:

11256 NW 51st Terrace  
Miami, Florida 33178

Article III. Exempt Status

The Corporation is not being formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its directors or officers, except to the extent permitted by the Act. Notwithstanding any other provision of these Articles of Incorporation, 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, as amended, or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Article IV. Purposes

The purposes for which the Corporation shall be formed are exclusively charitable, within the broad meanings of the entirety of each of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Section 617.0301 of the Act, to wit:

- (a) To take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to give, convey, grant, assign, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the

income thereof in such manner as, in the judgment of the Board of Directors of the Corporation, will best promote, without limitation, the purposes of the Corporation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto.

(b) To give, convey, grant, assign, or otherwise dispose of any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that: (i) such organizations shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals; and (ii) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government.

(c) Without limiting the generality of the foregoing, one of the principal purposes of the Corporation shall be to further the life's work of Jose Gregorio Hernandez by striving, by whatever legal means may be available, to alleviate the plight of disadvantaged children suffering from poverty, malnutrition, social isolationism and ostracism, a lack of educational opportunities, a need for proper medical care, and such other physical, mental and social ills as may afflict them.

(d) In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any purposes of the Corporation.

(e) The Corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Internal Revenue Code of 1986, as amended), nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article V. Election to Have No Members

As is permitted by Section 617.0601(1)(a) of the Act, the Corporation shall not have any "members" as such term is defined in Section 617.01401 of the Act.

Article VI. Board of Directors

All corporate powers shall be exercised by or under the delegated authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board") of the Corporation.

(a) Composition. By a majority vote of the total number of Directors then comprising the Board, the Board may set its composition at no less than three (3) but not more than seven (7) individuals (each, a "Director"); provided that the Board shall endeavor to always have an odd number of Directors.

(b) Appointment. Directors shall be appointed by a majority vote of the total number of Directors then comprising the Board.

(c) Term. Other than the Initial Directors appointed hereby, Directors shall serve staggered three (3) year terms, with no more than a minority of the Board seats subject to appointment at any one time. A Director may serve an unlimited number of terms, consecutively or nonconsecutively.

(d) Compensation. The Board, by a majority vote of the total number of Directors then comprising the Board, shall fix the compensation, if any, of the Directors.

(e) Removal. Any Director may be removed at any time without cause by a majority vote of the total number of remaining Directors then comprising the Board.

(f) Chairman of the Board. By a majority vote of the total number of Directors then comprising the Board, the Board shall annually elect a chairman from among its members (the "Chairman"). The Chairman shall only be permitted to exercise a single vote per his or her status as a Director, except in cases in which the vote of the Directors is deadlocked, in which case the Chairman shall be permitted to exercise an additional, tie-breaking vote. Otherwise, the sole duty of the Chairman shall be to preside over meetings of the Board.

(g) Action by the Board. Unless these Articles of Incorporation or the Bylaws require the unanimous agreement of all of the Directors then comprising the Board, the Board may act on behalf of the Corporation by a majority vote of either all or a quorum, as applicable, of the Directors then comprising the Board.

(h) Quorum. Unless these Articles of Incorporation or the Bylaws require the total number of Directors then comprising the Board to vote on a particular matter, the Board may act on behalf of the Corporation by polling a quorum of the Directors then comprising the Board, which quorum shall consist of a majority of the Directors then comprising the Board.

(i) Disposition of All or Substantially All of the Corporation's Property. A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation may only be authorized by a majority vote of the total number of Directors then comprising the Board.

(j) Initial Directors. The following individuals are hereby appointed Directors of the Corporation, with terms extending from the date of formation of the Corporation through the corresponding date in the year that is the number of years from the date of formation, as is indicated opposite the name of each individual.

<u>Name &amp; Address</u>	<u>Initial Term</u>
Kenneth H. Jones 11256 NW 51st Terrace Miami, Florida 33178	3 years
Andrew Jaxa-Debicki Thompson Coburn 700 - 14th Street, N.W. Washington, DC 20005	3 years
Bryan Hecht Edif. 5A Buena Vista Urb. Chula Vista Caracas, Venezuela	2 years
Marilyn Mcalice 4435 Majestic Lane Fairfax, Virginia 22033	2 years
Anthony Seute 12251 Southwest 112th Street Miami, Florida 33186	1 year

Article VII. Officers

The Corporation shall have the following officers, with the duties and responsibilities assigned each in the Bylaws of the Corporation or as otherwise established by the Board: President, Secretary, Treasurer, and such other officers as may be specified from time to time by the Board. All officers shall be appointed by a majority vote of the total number of Directors then comprising the Board and shall serve at the pleasure of the Board. The same individual may simultaneously be a Director and an officer of, or hold more than one office in, the Corporation. Any officer may be removed without cause at any time by a majority vote of the total number of Directors then comprising the Board (provided that an individual that is both a Director and an officer may not participate in a vote called for the purpose of removing him or her from office).

Article VIII. Miscellaneous

All references herein to articles, sections, subsections, paragraphs or other provisions of any particular statute or law shall be deemed to include any future amendments to such provisions and any provisions of similar import in any future statute or law designed to achieve the same or similar ends as the corresponding statute or law referenced herein.

Article IX. Initial Registered Agent

The name and mailing address of the registered agent of the Corporation in Florida are:

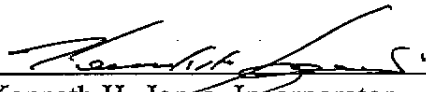
Kenneth H. Jones  
11256 NW 51st Terrace  
Miami, Florida 33178

Article X. Incorporator

The name and mailing address of the incorporator to these Articles of Incorporation are:

Kenneth H. Jones  
11256 NW 51st Terrace  
Miami, Florida 33178

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97 DEC 29 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Kenneth H. Jones, Incorporator

12/23/97  
Date

Acceptance of Duties as Registered Agent

Having been named as registered agent 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.

  
\_\_\_\_\_  
Kenneth H. Jones, Registered Agent

12/23/97  
Date