

N98000002133



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773419 83060A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 773419-005

CUSTOMER NO: 83060A

CUSTOMER: Mark A. Kamilar, Esq
MARK A. KAMILAR, ESQ.

Penthouse 1, U.S. Justice Bldg
155 South Miami Avenue
Miami, FL 33130

900002482409--7

-04/08/98-01036-016

****122.50 ****122.50

DOMESTIC FILING

NAME: NICARAGUAN AMERICAN CITIZENS
COALITION, INC. (N.A.C.C.)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

2590

~~1098~~

~~7251~~

~~167 2590~~

RECEIVED
98 APR -8 AM 10:44
DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -8 PM 2:05

FILED

Dmc
4/14/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NICARAGUAN AMERICAN CITIZENS COALITION, INC. (N.A.C.C.)
Ref. Number: W98000007854

RESUBMIT
Please give original
submission date as file date.

We have received your document for NICARAGUAN AMERICAN CITIZENS COALITION, INC. (N.A.C.C.). However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00019071

RECEIVED
DIVISION OF CORPORATIONS
98 APR 13 PM 3:22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NICARAGUAN AMERICAN CITIZENS COALITION, INC. (N.A.C.C.)
Ref. Number: W98000007854

We have received your document for NICARAGUAN AMERICAN CITIZENS COALITION, INC. (N.A.C.C.) and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 698A00019783



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 14, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NICARAGUAN AMERICAN CITIZENS COALITION, INC. (N.A.C.C.)
Ref. Number: W98000007854

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Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 698A00019783

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATIONS

98 APR 14 PM 1:09

RECEIVED

FILED

ARTICLES OF INCORPORATION

98 APR -8 PM 2:05

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NICARAGUAN AMERICAN CITIZENS COALITION, INC.

WE, the undersigned, in order to form a Not for Profit Corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I – CORPORATE NAME

The name of the corporation shall be: Nicaraguan American Citizens Coalition, Inc.

ARTICLE II – CORPORATE NATURE

This is a non-profit corporation, organized solely for the general but not for profit corporate purposes pursuant to the Florida Corporations Not for Profit Law set forth in §617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV – GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes 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. To provide support services and advocacy to persons born in Nicaragua or their decedents who are naturalized American citizens who are without the means to locate appropriate resources to assist them.

C. To seek grants and other financial assistance to support the specific and primary purposes of the corporation.

D. To provide assistance and education for legal, medical and scientific purposes on behalf of Nicaraguan American citizens.

E. To defend the legal rights of Nicaraguan American citizens.

F. To support other programs and organizations relating to the assistance of needy persons.

G. To promote the area of civil rights, victim's rights and juvenile rights.

H. To promote Nicaraguan American interests on an economic, social, charitable, educational and political level.

I. 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 V – CORPORATE OFFICE

The principal office of this corporation shall be located at: 3820 N.W. 2nd Terrace, Miami, Florida 33126.

ARTICLE VI – REGISTERED AGENT

The Registered Agent and registered office for this corporation are: Bolivar C. Porta, Esquire, 155 South Miami Avenue, PH-I, Miami, Florida 33130.

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 a Board of Directors, consisting of not less than three (3) nor more than nine (9) persons. The number of directors of the initial Board of Directors of the corporation shall be five (5) provided, however, that such number may be changed by a Resolution, duly adopted by the Board of Directors.

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.

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 the members, following the election of Directors. Annual meetings shall be held at the corporate headquarters on the first Tuesday of March of each year at 7:00PM, or at such other place or time 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 or 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 documents 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 facie evidence of such authority.

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

| <u>Name:</u> | <u>Address:</u> |
|------------------|---|
| Conny Duarte | 3820 N.W. 2 nd Terrace Miami, Florida 33126 |
| Donald Granados | 777 N.E. 63 rd Street, C-410 Miami, Florida 33138 |
| Gustavo Ruiz | 15253 S.W. 56 th Terrace Miami, Florida 33193 |
| Freddy Zeron | 9450 S.W. 25 th Drive Miami, Florida 33165 |
| Bolivar C. Porta | 155 South Miami Avenue, PH-I Miami, Florida 33130 |

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: | Conny Duarte | 3820 N.W. 2 nd Terrace Miami, Florida 33126 |
| Vice-President: | Donald Granados | 777 N.E. 63 rd Street, C-410 Miami, Florida 33138 |
| Vice-President: | Bolivar C. Porta | 155 South Miami Avenue, PH-I Miami, Florida 33130 |
| Secretary: | Gustavo Ruiz | 15253 S.W. 56 th Terrace Miami, Florida 33193 |
| Treasurer: | Freddy Zeron | 9450 S.W. 25 th Drive Miami, Florida 33165 |

ARTICLE VIII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, or omitted, or neglected by him as such director or officer, and the corporation shall reimburse each such person for all legal expenses including matters on appeal.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled to by law.

ARTICLE IX – 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 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 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 X – 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 organized and operated exclusively for charitable, education, political 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 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 XI – MEMBERSHIP

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

ARTICLE XII – SUBSCRIBERS

The names and residence address of the Subscribers of this corporation are as follows: Conny Duarte, 3820 N.W. 2nd Terrace, Miami, Florida 33126.

ARTICLE XIII – 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 XIV – DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and 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 XV - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I, BOLIVAR C. PORTA, hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

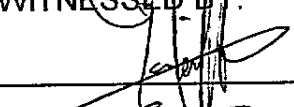
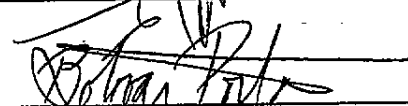

REGISTERED AGENT

ARTICLE XVI – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by 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.

The undersigned, being the Subscribers and Incorporators of this corporation for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 16th day of March, 1998.

WITNESSED BY:


CONNY DUARTE

FILED
98 APR - 8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signatures]

DONALD GRANADOS

GUSTAVO RUIZ

FREDDIE ZERON

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, personally appeared CONNY DUARTE, DONALD GRANADOS, GUSTAVO RUIZ and FREDDIE ZERON, to me personally known to be the same described in and who did take an oath and executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true and correct to the best of their knowledge.

WITNESS my hand and seal at Miami, Dade County, Florida this 16th day of March, 19 98.

[Signature: Sandra D. Pendraat]
NOTARY PUBLIC, State of Florida

My Commission Expires:



SANDRA D PENDRAAT
My Commission CC457937
Expires May. 02, 1999
Bonded by HAI
800-422-1555