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FLORIDA NON-PROFIT CORPORATION

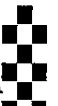
CENTRO MAYA ORGANIZACION AMERICA INCORPORACION

Maya Center organization of America Corporation

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF  
CENTRO MAYA ORGANIZACION AMERICA INCORPORACION  
A FLORIDA CORPORATION NOT-FOR-PROFIT

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ARTICLE I

NAME

The name of this corporation is:

CENTRO MAYA ORGANIZACION AMERICA INCORPORACION

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to the corporation's not-for-profit law of the State of Florida, set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

The purposes of this Corporation are as follows:

1. The specific and primary purpose for which this Corporation is organized is to provide educational, artistic, and athletic programs to the Guatemalan-Mayan-Mexican community and in particular, to provide education awareness in such areas as H.I.V, drug abuse, alcohol abuse, and child abuse as well as immigration information.

2. This Corporation shall have the power to receive gifts of real property and/or personal property and/or cash to accomplish the above listed purpose.

3. The Corporation shall operate exclusively in a manner which is consistent with Section 501(c) (3) of the Internal Revenue Code.

4. This Corporation is organized, and shall be operated, exclusively for not-for-profit purposes and no part of any net earnings shall inure to the benefit of any member, director or officer.

5. This Corporation shall have and exercise all right and powers conferred upon Corporations under the laws of the State of

THIS INSTRUMENT PREPARED BY:  
JOHN P. MAAS, ESQUIRE  
44 NE 16 Street  
Homestead, Florida 33030  
FLORIDA BAR NO: 435910  
(305) 247-7132

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Florida, provided, however, that this Corporation is not in power to engage in any activity that, in itself, is not in furtherance of its purpose as set forth in this provision.

ARTICLE IV

TERM

This Corporation shall have a perpetual term.

ARTICLE V

INCORPORATORS

The name and address of the subscribers to these Articles of Incorporation are as follows:

JULIO CRUZ  
811 Turner Circle  
Homestead, Florida 33030

ARTICLE VI

ELECTION AND APPOINTMENT OF DIRECTORS

The authorized number, qualification and manner of election and appointment of members of the Board of Directors to this Corporation, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The address of the principal office of the Corporation shall be 811 Turner Circle, Homestead, Florida, 33030.

ARTICLE VIII

LOCATION OF REGISTERED OFFICE  
IDENTIFICATION OF REGISTERED AGENT

1. The address of this Corporation's initial registered office in the State of Florida is 811 Turner Circle, Homestead, Florida, 33030.

2. The name of this Corporation's initial registered agent at

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the above address is Julio Cruz.

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ARTICLE IX

The names and addresses of the individuals who are to serve as the initial Directors of the Corporation are as follows:

JULIO CRUZ  
811 Turner Circle  
Homestead, Florida 33030

ROSARIO CRUZ  
811 Turner Circle  
Homestead, Florida 33030

JUAN DIEGO  
18504 SW 355 Terrace  
Florida City, Florida 33034

ARTICLE X

BY-LAWS

The Corporation's By-Laws will be hereafter adopted at the first meeting of the Board of Directors. The By-Laws may be amended or repealed, in whole or in part, in the manner prescribed in said By-Laws. Any Amendments to the By-Laws shall be binding on all members of this Corporation.

ARTICLE XI

AMENDMENTS OF ARTICLES OF INCORPORATION

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. Amendments may be adopted by a vote of 75% of a quorum of members of the Corporation.

The undersigned, constituting the subscribers of this Corporation not-for-profit under the laws of the State of Florida, have executed these Articles of Incorporation this 10<sup>th</sup> day of October, 1998.

INCORPORATOR

  
\_\_\_\_\_  
JULIO CRUZ

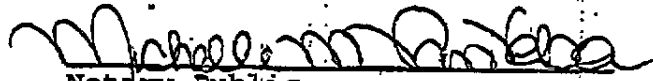
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STATE OF FLORIDA )  
COUNTY OF DADE )

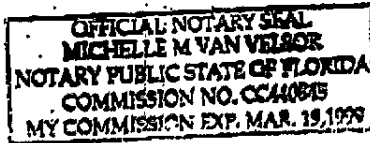
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BEFORE ME, the undersigned authority, personally appeared JULIO CRUZ, who produced a FLORIDA DRIVER'S LICENSE and who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to the law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Homestead, Dade County, Florida, this 10<sup>th</sup> day of October, 1998.

  
Notary Public

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT CENTRO MAYA ORGANIZACION AMERICA INCORPORACION, IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT HOMESTEAD, STATE OF FLORIDA, HAS NAMED JULIO CRUZ, 811 Turner Circle, Homestead, Florida, 33030, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: [Signature]

JULIO CRUZ

Title: Incorporator

Date: 10/19/98

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: [Signature]

JULIO CRUZ

Date: 10/19/98

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