

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

600002775246--2

-02/15/99--01077--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FELIX VARELA YOUTH FOUNDATION  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED DATE  
2-9-99

FILED  
99 FEB 16 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

513  
2295  
3/1/99  
date - 6/25  
elec - 6/26  
199-6969

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 15, 1999

LAZARUS

MIAMI, FL

SUBJECT: FELIX VARELA YOUTH FOUNDATION CORPORATION  
Ref. Number: W99000003778

We have received your document for FELIX VARELA YOUTH FOUNDATION CORPORATION. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 499A00006671

DIVISION OF CORPORATIONS

99 FEB 16 PM 2:59

RECEIVED

# ARTICLES OF INCORPORATION OF **FELIX VARELA YOUTH FOUNDATION Corp.**

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

## ARTICLE I: NAME

The name of the Corporation shall be **Felix Varela Youth Foundation Corp.**

## ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: **6441 SW 21 Street, West Miami, Florida 33155**, with the privilege of having branch offices at any other place within the State and without the State.

## ARTICLE III: PURPOSE

The specific purposes for which the corporation is organized are as follows, but not limited to:

1. To provide alternative education to needy students who are not making the grade in public schools. In general, our program is designed to provide students with tutoring, concentrated skills training, counseling, and physical training.
2. To provide a recreational center to local community kids/children as an alternative to the temptations of street life. In general, our program is designed to provide various activities such as boxing, karate, basic gymnastics, computer training, games, and internet training, etc.

## ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of this Corporation is:

**Johnny Tsimogiannis**  
**6441 SW 21 Street**  
**West Miami, Florida 33155**

## ARTICLE V: INCORPORATORS

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

**Johnny Tsimogiannis**  
**6441 SW 21 Street**  
**West Miami, FL 33155**

**Carlos Oruna**  
**6441 SW 21 Street**  
**West Miami, FL 33155**

## ARTICLE VI: EFFECTIVE DATE

These Articles of Incorporation shall be effective February 9, 1999 upon the approval of the Secretary of State, State of Florida.

## ARTICLE VII: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law.

**FILED**  
99 FEB 16 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
**2-9-99**

**ARTICLE IX: POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE X: MANNER OF ELECTION OF DIRECTORS**

The Corporation shall have (3) directors and (3) officers initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but there shall always be at least (3) directors. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are as follows: The manner in which directors are to be elected shall be stated in the BY-LAWS.

**Johnny Tsimogiannis, Director**  
6441 SW 21 Street  
West Miami, FL 33155

**Carlos Oruna, Director**  
6441 SW 21 Street  
West Miami, FL 33155

**OFELIA Tsimogiannis**  
6441 SW 21 Street  
West Miami, FL 33155

**ARTICLE XIV: INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person who shall serve as a director of the Corporation, and each person who serves at the request of the Corporation as a director, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as director. The Corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such director is liable to the extent permitted by law.

No contract or other transaction between this Corporation and any other firm or Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firms or Corporations, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the Corporation who is also a director or officer of such other Corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with the like force and effect as if they were not a director or officer of such other Corporation or not so interested.


**ARTICLE XV: BYLAWS**

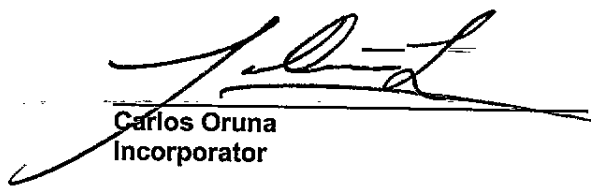
The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XVI: AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS OF THE FOREGOING, WE, the undersigned, are the original incorporators for the purpose of forming a Corporation pursuant to the Corporation laws of the State of Florida, do hereby make and file this Certificate with the Florida Department of State, Secretary of State, Division of Corporations, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hand and seal this 9<sup>th</sup> day of February, 1999.

  
Johnny Tsimogiannis  
Incorporator

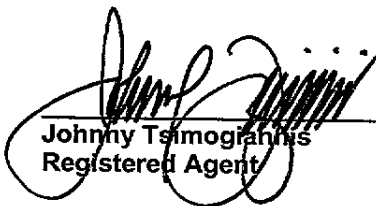
  
Carlos Oruna  
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE 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 **Felix Varela Youth Foundation**, <sup>Corp.</sup> desiring to organize or qualify under the laws of the State of Florida, with its initial place of business address, as indicated in the Articles of Incorporation, in the City of West Miami, County of Miami-Dade, State of Florida, has named as follows its agent to accept service of process within the State of Florida.

**Johnny Tsimogiannis**  
6441 SW 21 Street  
West Miami, FL 33155

Having been named as registered agent and 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.

  
Johnny Tsimogiannis  
Registered Agent

2/9/99  
Date

**FILED**  
99 FEB 16 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA