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FLORIDA NON-PROFIT CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 1999

EMPIRE

SUBJECT: CRUZ ROJA HONDURENA DE TELA, INC.
REF: W99000006328

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

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.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H99000006253
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

EMPIRE

SUBJECT: CRUZ ROJA HONDURENA DE TELA, INC.
REF: W99000006328

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please provide an English translation for the entity's name in your cover letter.

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan
Document SpecialistFAX Aud. #: H99000006253
Letter Number: 499A00012631

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**ARTICLES OF INCORPORATION
OF
CRUZ ROJA HONDUREÑA DE TELA, INC.**

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be:

CRUZ ROJA HONDUREÑA DE TELA, INC., a Florida not-for-profit corporation (hereinafter, the "Foundation").

**ARTICLE II.
ENABLING LAW**

The Foundation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

**ARTICLE III.
PURPOSES AND POWER**

The purposes for which the Foundation is organized are:
are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"), and notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-Laws of the Foundation.

C. The Foundation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

D. In furtherance of its corporate purposes, the Foundation shall have all the general powers enumerated in F.S. §617.0303 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. Nothing herein shall authorize this corporation directly or

This Instrument Prepared By: Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761

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indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, §617.0505.

E. No part of the net earnings of the Foundation shall inure to the benefit of any member, trustee, director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no member, trustee, officer of the Foundation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Foundation.

ARTICLE IV. MEMBERSHIP

The Foundation shall have no capital stock. The Foundation shall have members with such rights as provided in the By-Laws of the Foundation.

ARTICLE V. TERM

The Foundation shall have perpetual existence and its existence shall commence at the date and time of filing of the Original Charter with the Department of the State of Florida.

ARTICLE VI BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders and shall be elected pursuant to and in accordance with the Bylaws of the Corporation. However, the Corporation shall have no less than three (3) Directors nor more than twenty five (25) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows:

Marco Madariaga	961 Crandon Boulevard Key Biscayne, Florida 33149
Marta Sosa	961 Crandon Boulevard Key Biscayne, Florida 33149
Alvaro Castillo	961 Crandon Boulevard Key Biscayne, Florida 33149

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**ARTICLE VII.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.
CASTILLO & ASSOCIATES
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

**ARTICLE VIII
INITIAL OFFICERS**

The Foundation shall have a President, Vice-President, Secretary, Assistant Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Foundation. The names of the officers who are to serve until the first election are:

President:	Marco Madariaga
Vice-President:	Marta Sosa
Treasurer:	Marco Madariaga
Secretary:	Alvaro Castillo

**ARTICLE IX
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Marco Madariaga	961 Crandon Boulevard Key Biscayne, Florida 33149

**ARTICLE X.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

961 Crandon Boulevard
Key Biscayne, Florida 33149

**ARTICLE XI.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

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**ARTICLE XII
DISSOLUTION**

The Foundation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Foundation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of Chapter 617 of the Florida Statutes and may not be suggested to

disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By:

Marco Madariaga
Marco Madariaga

STATE OF FLORIDA)

) SS:

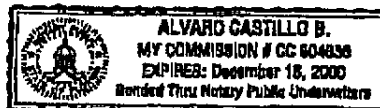
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Marco Madariaga, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 8th day of March, 1999

Alvaro Castillo B.
NOTARY PUBLIC

DATE COMMISSION EXPIRES



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The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



Alvaro Castillo B., Esq.
CASTILLO & ASSOCIATES
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Suite 200
Miami, Florida 33131

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