

N99000001806

TRANSMITTAL LETTER

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

EFFECTIVE DATE
3-15-99

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-03/17/99--01088--015
*****87.50 *****87.50

SUBJECT: Latina and Latino Critical Legal Theory, Inc. (LatCrit, Inc.)
(Proposed corporate name - must include suffix)

FILED
99 MAR 17 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 87-80
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Elizabeth M. Iglesias
Name (Printed or typed)

Center for Hispanic and Caribbean Legal Studies, University of Miami
Address School of Law, 1311 Miller Drive, Suite 269C

Coral Gables, FL 33146

City, State & Zip

305-284-4050

Daytime Telephone number

E. Iglesias GAVE
AUTHORIZATION BY PHONE TO
CORRECT Remove fee. name
DATE 3/23/99
DOC. EXAM AB

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

B. BROCK MAR 23 1999

W99000006963

ARTICLES OF INCORPORATION
OF
LATINA AND LATINO CRITICAL LEGAL THEORY, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.
Name

EFFECTIVE DATE
3-15-99

The name of the corporation is: LATINA AND LATINO CRITICAL LEGAL THEORY, INC.

ARTICLE 2.
Principal Place of Business and Mailing Address.

The principal place of business is in the State of Florida. The address of the principle office and the mailing address of the Corporation is c/o Professor Elizabeth Iglesias, Center for Hispanic and Caribbean Legal Studies, University of Miami School of Law, 1311 Miller Drive, Suite 269, Coral Gables, Florida, 33146. The effective date of the Corporation is March 15, 1999. The duration of the Corporation is perpetual.

ARTICLE 3.
Purposes.

The purposes of the corporation are as follows:

3.1 General Purposes.

(a) To function as a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person;

(b) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations;

3.2 Specific Purposes: The specific purposes of this corporation are to foster the development of Latina and Latino Critical Legal Theory [hereinafter referred to as "LatCrit theory"], to promote the dissemination of LatCrit scholarship, and to facilitate and enable the growth and further consolidation of the LatCrit movement as a network of legal and interdisciplinary scholars, public interest lawyers and non-governmental organizations committed to the values of anti-subordination and inter-group and intra-group justice, both domestically and internationally, by engaging in the following activities:

- (a) organizing conferences, workshops, symposia and other similar programs and events to promote substantive analysis and discussion of law, community and justice from a LatCrit perspective
- (b) fostering interdisciplinary and international participation and perspectives within all LatCrit sponsored programs
- (c) promoting original research, field work and data collection on matters deemed particularly relevant to the substantive development of LatCrit Theory.
- (d) publishing or otherwise promoting publication and dissemination of the findings, conclusions and results of the fieldwork and research projects conducted to advance the development of LatCrit Theory
- (e) conducting, collaborating and intervening in any appropriate law reform project or litigation of particular relevance to the stated purposes of LatCrit, Inc., except as prohibited by any applicable laws of the United States or of the State of Florida, or by any provision of the By-laws or Articles of Incorporation of this Corporation.

ARTICLE 4 **Non-Profit Limitations**

4.1 Corporate Purposes: Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States International Revenue law.

4.2 Exclusivity: The Corporation is organized exclusively for charitable and educational purposes.

4.3 No Private Inurement: The Corporation is not organized nor shall it operate for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying on the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4.4 Lobbying and Political Campaigns: No substantial part of the activities of the corporation shall consist of lobbying to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

4.5 Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be

distributed to an organization recognized as exempt under section 501 (c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

4.6 Private Foundation Status: In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE 5

Election of Directors and Qualification of Members

Directors shall be elected as provided in ¶3.2 of the bylaws. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

ARTICLE 6

Initial Registered Agent and Office

The initial registered agent is Professor Elizabeth Iglesias and the initial registered office is c/o Professor Iglesias, Center for Hispanic and Caribbean Legal Studies, University of Miami School of Law, 1311 Miller Drive, Suite 269, Coral Gables, Florida, 33146.

ARTICLE 7

Initial Board of Directors

The Initial Board of Directors shall have five (5) members whose names and addresses are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Elizabeth Iglesias | University of Miami School of Law, 1311 Miller Drive, Suite 269, Coral Gables, FL 33146 |
| Guadalupe Luna | 181 Seymour Ave. S.E., Mpls, MN 55414 |
| Pedro Malavet | University of Florida College of Law, SW 2nd Avenue and SW 25th Street; Gainesville, FL. 32611 |
| Laura Padilla | 225 Cedar Street, San Diego, CA, 92101 |
| Francisco Valdes | University of Miami School of Law, 1311 Miller Drive, Suite 385, Coral Gables, FL 33146 |

The number of directors may be raised or lowered as provided in the bylaws, but shall in no case be less than three.

ARTICLE 8

Officers

The officers of the Corporation shall consist of two-Co-Chairs, a Secretary, and a Treasurer. Other officers may be elected or appointed as provided for in the Bylaws. Each officer shall be elected or appointed by the Board of Directors and may be removed as provided in the Bylaws.

ARTICLE 9

Incorporators

The names and address of the incorporators of this corporation are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Elizabeth Iglesias | University of Miami School of Law, 1311 Miller Drive, Suite 269, Coral Gables, FL 33146 |
| Guadalupe Luna | 181 Seymour Ave. S.E., Mpls, MN 55414 |
| Pedro Malavet | University of Florida College of Law, SW 2nd Avenue and SW 25th Street; Gainesville, FL. 32611 |
| Laura Padilla | 225 Cedar Street, San Diego, CA, 92101 |
| Francisco Valdes | University of Miami School of Law, 1311 Miller Drive, Suite 385, Coral Gables, FL 33146 |

ARTICLE 10

Nonstock Basis

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates as provided in the Bylaws.

1. IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15 day of February, 1999.


Elizabeth Iglesias

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me personally appeared, Elizabeth Iglesias, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of February, 1999.

Michelle Rodriguez
Notary Public



Michelle Rodriguez
MY COMMISSION # CC737269 EXPIRES
August 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

*

2. IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15th day of February, 1999.

Francisco Valdes

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me personally appeared, Francisco Valdes, known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of February, 1999.

Michelle Rodriguez
Notary Public



Michelle Rodriguez
MY COMMISSION # CC737269 EXPIRES
August 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

*

3. IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this ____ day of February, 1999.

Guadalupe Luna
Guadalupe Luna

STATE OF MINNESOTA
HENNEPIN COUNTY; CITY MINNEAPOLIS

Before me personally appeared, Guadalupe Luna, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of February, 1999.

Carol Ferguson
Notary Public



4. IN WITNESS WHEREOF, the undersigned have executed these Articles
of Incorporation on this 16 day of February, 1999.

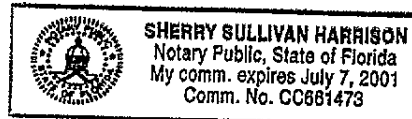

Pedro Malavet

STATE OF FLORIDA
CITY OF GAINESVILLE, COUNTY OF ALACHUA


Before me personally appeared, Pedro Malavet, known to me to be the person described
in and who executed the foregoing Articles of Incorporation and acknowledged to and
before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of February, 1999.


Notary Public



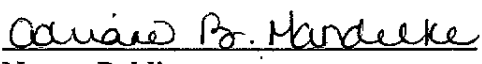
5. IN WITNESS WHEREOF, the undersigned have executed these Articles
of Incorporation on this 23 day of February, 1999.

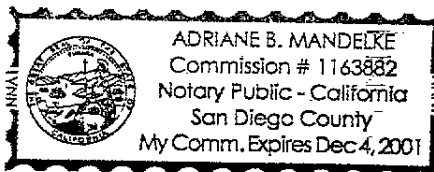

Laura Padilla

STATE OF CALIFORNIA
CITY OF SAN DIEGO

Before me personally appeared, Laura Padilla, known to me to be the person described in
and who executed the foregoing Articles of Incorporation and acknowledged to and
before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of February, 1999.


Notary Public



**STATEMENT OF ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

Pursuant to the provisions of sections 617.0501 and 617.0503, Florida Statutes, the undersigned, Professor Elizabeth M. Iglesias, hereby accepts appointment as Registered Agent for Latina and Latino Critical Legal Theory, Inc. A Florida Nonprofit Corporation.

The undersigned, Elizabeth M. Iglesias, also states that she is familiar with and accepts the obligations of the position of registered agent.

This statement of acceptance shall be filed simultaneously with the Articles of Incorporation of Latina and Latino Critical Legal Theory, Inc. in which Professor Iglesias is designated as initial registered agent and the initial registered office for the corporation is c/o Professor Iglesias, Center for Hispanic and Caribbean Legal Studies, University of Miami School of Law, 1311 Miller Drive, Suite 269 G, Coral Gables, FL 33146, as provided by Article 6 of the Articles of Incorporation.

Professor Iglesias shall serve as registered agent until such time as she submits her resignation pursuant to section 617.0502 of the Florida Statutes.


(Signature of Registered Agent)

3/15/99
(Date)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA