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

1. ASOCIACION DAMAS MATAGALPINAS -

(Corporation Name)

(Document #)

2. NICARAGUENSES INC.

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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NEW FILINGS	
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<input checked="" 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

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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"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION
99 APR -7 AM 11:38

Examiner's Initials

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
ASOCIACION DAMAS MATAGALPINAS-NICARAGUENSES, INC.
(ASSOCIATION OF NICARAGUAN-MATAGALPINAS
LADIES, INC.)
A FLORIDA NOT-FOR PROFIT CORPORATION**

**ARTICLE I
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this Corporation is **ASOCIACION DAMAS MATAGALPINAS-NICARAGUENSES, INC. (ASSOCIATION OF NICARAGUAN-MATAGALPINAS LADIES, INC.)**.

The principal Office of this Corporation is: 905 Belle Meade Island Dr., Miami, Florida 33138.

The mailing address of this Corporation is is: 905 Belle Meade Island Dr., Miami, Florida 33138.

**ARTICLE II
CORPORATE NATURE**

This is a not-for-profit Corporation organized solely for general charitable purposes, pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
DURATION**

This Corporation is to exist perpetually.

**ARTICLE IV
PURPOSE**

This Corporation is organized with the purpose to stimulate, facilitate and maintain the union among the ladies born at the Department of Matagalpa; spouses and children of gentlemen born in Matagalpa, with the desire gold of introducing the Nicaraguan culture and specially the regional culture of Matagalpa.

To do good deeds. To collaborate in social works that would benefit institutions and organizations settled in the city of Matagalpa, Nicaragua which are dedicated to protect and aid the children.

To give moral support to their members in cases of a death in the family, emergencies, illness or natural disasters.

To encourage their members to work with similar foreign or national associations.

ARTICLE V MEMBERS

The Corporation shall have members. Membership shall be open to all those persons interested in the corporate purposes. Persons meeting such qualifications shall become regular members after obtaining approval from the Board of Directors and declaring their intentions to abide by these Articles of Incorporation and the By-Laws. The By-Laws will further regulate the membership.

The Board of Directors may, from time to time, admit sponsoring members granting such status to any natural or legal person for their continued support to the causes and purposes of the Corporation. It may also appoint Honorary Members, granting such status to people for their services to the Corporation. Sponsoring members and honorary members do not have to meet the qualifications of regular members who are the only members with voting rights.

ARTICLE VI REGISTERED AGENT AND OFFICE

The address of the Corporation's Registered Office shall be: 905 Belle Meade Island Dr., Miami, Florida 33138 and the name of the Registered Agent at said address shall be: Thelma Reyes.

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) persons. The number of directors may be increased or diminished from time to time in such manner as may be prescribed in the by-laws. 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 members following the elections of Directors and until the qualifications of the successors in office. Annual meetings shall be held at Miami, Florida, on the first Saturday of the month of August of each year, or at such other place or places 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 of 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 document filed under any provisions of law which relates to action so taken shall estate 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 name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Thelma Reyes B.	905 Belle Meade Island Dr.,Miami,FL.33138
Yelva Montes	10622 SW 2 nd .St.Lane,Miami, FL.33165
Nancy Rodriguez	1028 SW 124 th Avenue,Miami, FL.33
Grizeyda Rios	8620 SW 2 nd . St.,Miami,Fl.33144

- 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 directors shall serve as corporate officers:

<u>Title/Name</u>	<u>Address</u>
President: Thelma Reyes	905 Belle Meade Island Dr.,Miami,Fl.33138
Vice-President: Yelva Montes	10622 SW 2 nd .St. Lane,Miami,Fl.33165
Secretary: Nancy Rodriguez	1028 SW 124 th Avenue,Miami,Fl.33184
Treasurer: Grizeyda Rios	8620 SW 2 nd .St.,Miami,Fl.33144

ARTICLE VIII

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the 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©(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©(2) of the Internal Revenue Code of 1954. (or the corresponding provisions of any future United States Internal Revenue law).

D. Notwithstanding any 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 IX DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 under Section 501©(3) of the Internal Revenue Code of 1954 A(or the corresponding provisions 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 X SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Thelma Reyes B.	905 Belle Meade Island Dr.,Miami,Fl.33138
Yelva Montes	10622 SW 2 nd .St.Lane,Miami,Fl.33165
Nancy Rodriguez	1028 SW 124 th Avenue.,Miami,Fl.33184
Jessica Rappaccioli	10030 NW 9 th St.Cr.,Miami,Fl.33172

ARTICLE XI AMENDMENT OF BYLAWS

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporations Nor for Profit Law of the State of Florida

concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the bylaws.

ARTICLE XII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, 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 XIII AMENDMENT OF ARTICLES

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 in the manner set forth in the bylaws of this corporation.

We, the undersigned, being the Subscribers and Incorporates of this corporation, for the purpose of forming this not-for-profit corporation, under the Laws of the State of Florida, have executed these Articles of Incorporation this ____ day of April, 1999.-

Reyes B.
Reyna Reyes B. , R.A.

accepting duties

Yelva Montes
Yelva Montes

Nancy Rodriguez
Nancy Rodriguez

Jessica Rappaccioli
Jessica Rappaccioli

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

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