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FLORIDA NON-PROFIT CORPORATION

ANDES HOPE FOUNDATION, INC.

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ARTICLES OF INCORPORATION**OF****Andes Hope Foundation, Inc.**

The Undersigned, acting as incorporator of a Not for Profit Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be **Andes Hope Foundation, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of execution of these articles.

ARTICLE III - GENERAL AND SPECIFIC PURPOSE

The purpose for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- A. The Corporation is incorporated as a nonprofit corporation, organized exclusively for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- B. To operate exclusively in any other manner for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws.
- C. The specific purpose for which the Corporation is organized is to promote and improve the health, education and welfare of needy individuals by providing financial aid and program assistance.
- D. In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

ARTICLE IV - STOCK

The Corporation is to be organized on a non-stock basis.

ARTICLE V - MEMBERSHIP

The qualifications for members, and the manner of their admissions, rights, duties, and obligations, if any, shall be regulated by the Bylaws for this Corporation.

Prepared by: Rosillo & Assoc. CPA, PA
8405 NW 53 St, Suite A205
Miami, FL 33166
(305) 477-5671

ARTICLE VI - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 or organizations, organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such assets may also be distributed to the Federal Government, or to a State or Local Government for public use. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

**8405 NW 53rd St, Suite A205
Miami, FL 33166**

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the board of the Corporation as provided for in the Bylaws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors.
- B. Elections and appointments of Directors shall be held in the manner, and at such time as prescribed in the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director on the Board of Directors of this Corporation, whether caused by resignation, removal, death of any such Director, or for any reason whatsoever, such vacancy shall be filled in at such time and in such manner as prescribed in the Bylaws..
- C. Officers: The Officers of the Corporation shall be appointed and selected as my be prescribed in the Bylaws of the Corporation.

ARTICLE IX - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is

**8405 NW 53rd St., Suite A205
Miami, FL 33166**

and the name of the initial registered agent at that address is:

Frank Rosillo

ARTICLE X - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

**Frank Rosillo
8405 NW 53rd St Suite A205
Miami, Florida 33166**

ARTICLE XI - 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 XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto.

WE, the Undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this Nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 20th day of April, 1999.

WITNESSED BY:

P. Rodriguez
Witness

Leandro T. Paez
Witness

[Signature]
Subscriber

Print Name: Frank Rosillo

[Signature]
Registered Agent

Print Name: Frank Rosillo

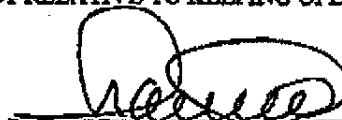
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that **Andes Hope Foundation, Inc.**, desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation has named **Frank Rosillo**, as its agent to accept service of process within this state, whose address is:

**8405 NW 53rd St Suite A205
Miami, Fl 33166**

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



Frank Rosillo

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