

N99000002872

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TALLAHASSEE, FLORIDA

*Amend & Rest.*

G. Coulliette JAN 25 2006

# GUTIERREZ & ASSOCIATES

A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

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January 17, 2006

Department of State  
Division of Corporations  
2661 Executive Center Circle  
Cliffton Bldg.  
Tallahassee, Florida 32301

**Re: NEW PRESS CORP.**

Dear Sir/Madam:

Enclosed please find for filing original Amended and Restated Articles of Incorporation of the above-named corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$43.75 to cover the following fees:

-	Filing Fee	\$35.00
-	Certified Copy	<u>\$8.75</u>
	Total	\$43.75

Please return a certified copy of the enclosed Amended and Restated Articles of Incorporation to the undersigned at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely yours,

  
Renaldy J. Gutierrez

P.S. I have also enclosed a prepaid DHL airway bill. Please return to us the certified documents via DHL.

**AMENDED AND RESTATED ARTICLES  
OF INCORPORATION OF NEW PRESS CORP.**

1. The Articles of Incorporation of New Press Corp., (hereinafter the "Corporation") a not for profit Florida corporation, filed in Tallahassee on May 5, 1999, under Document #N99000002872, be and they hereby are amended in its entirety and restated as follows:

**"AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF NEW PRESS CORP.**

The undersigned, for the purposes of forming a not for profit corporation under Chapter 617 of the Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of corporation is: **NEW PRESS CORP.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business address of the Corporation shall be 4635 SW 89<sup>th</sup> Place, Miami, Florida 33165-5937. The mailing address of the Corporation shall be 9600 NW 25<sup>th</sup> Street, Suite 6-A, Miami, Florida 33172-1416.

**ARTICLE III - DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV - PURPOSES**

This corporation is organized to operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future tax code ("Code").

**ARTICLE V - POWERS**

The corporation shall be able to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporation, including without limitation the generality of the

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TALLAHASSEE, FLORIDA

foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

#### **ARTICLE VI – LIMITATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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 or in opposition to any candidate for public office. 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(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

#### **ARTICLE VII - NON-STOCK MEMBERSHIP**

This corporation is organized on a non-stock membership corporation.

#### **ARTICLE VIII – MEMBERSHIP**

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws of the Corporation, shall be eligible for membership.

#### **ARTICLE - IX REGISTERED OFFICE AND AGENT**

The street address of the Registered Office of the Corporation is: 4635 SW 89<sup>th</sup> Place, Miami, Florida 33165-5937. The name of its Registered Agent at that address is: Nancy Perez-Crespo.

## **ARTICLE X - BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors, the initial number of which shall be seven (7). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than two (2). Any vacancy in the Board of Directors shall be filled by the remaining Director or Directors. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The names and addresses of each Directors of the Corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Nancy Perez-Crespo	4635 SW 89 <sup>th</sup> Place Miami, FL 33165-5937
Juan M. Perez-Crespo	4635 SW 89 <sup>th</sup> Place Miami, FL 33165-5937
Lillian Bertot Ph.D.	2398 SW 22 <sup>nd</sup> Avenue Miami, FL 33145
Josefa Vento DDS	16041 Aberdeen Way Miami Lakes, FL 33014
Alicia L. Rodriguez Ph.D.	2398 SW 22 <sup>nd</sup> Avenue Miami, FL 33145
Ricardo Bofill, Esq.	1920 SW 13 <sup>th</sup> Street Miami, FL 33145
Salvador Lew, Esq.	2863 SW 23 <sup>rd</sup> Street Miami, FL 33145

## **ARTICLE XI - OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer, one or more Vice Presidents and such other Officers and Assistant Officers as may be provided in the Bylaws or as Directors may decide to appoint. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each Officer of the Corporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS:</u></b>	<b><u>TITLE:</u></b>
Nancy Perez-Crespo	4635 SW 89 <sup>th</sup> Place Miami, FL 33165-5937	President

Juan M. Perez-Crespo	4635 SW 89 <sup>th</sup> Place Miami, FL 33165-5937	Vice-President
Lillian Bertot Ph.D.	2398 SW 22 <sup>nd</sup> Avenue Miami, FL 33145	Secretary
Josefa Vento DDS	16041 Aberdeen Way Miami Lakes, FL 33014	Treasurer

## **ARTICLE XII – INCORPORATORS**

The name and street address of the Incorporator is as follows:

<b><u>NAME:</u></b>	<b><u>ADDRESS:</u></b>
Nancy Perez-Crespo	4635 SW 89 <sup>th</sup> Place Miami, FL 33165-5937

## **ARTICLE XIII – AMENDMENT**

The Corporation, through its Board of Directors, reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time unless more specific provisions for amendment are adopted by the corporation pursuant to law.

## **ARTICLE XIV – INDEMNIFICATION**

The Corporation shall indemnify each Officer and Directors, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

## **ARTICLE XV – BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors in accordance with and subject to the provisions of the Bylaws.

## **ARTICLE XVI – DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XVII – MISCELLANEOUS**

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on “undistributed income” imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

(2) The Corporation shall not engage in any act of “self-dealing”, as defined in Section 4941(d) of the Internal revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

(3) The Corporation shall not retain any “excess business holdings”, as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United State Revenue Law.

(5) The Corporation shall not make any “taxable expenditures”, as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue Law.

2 Pursuant to Section 617.1007 Fla. Statutes, the undersigned certifies that the foregoing Amended and Restated Articles of Incorporation were approved by the unanimous consent of the Directors taken on December 30, 2005 and that the Amendments contained therein did not require Member approval.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 17th day of January, 2006."

  
Name: Nancy Perez-Crespo  
Title: President

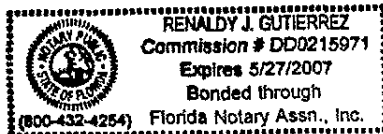
STATE OF FLORIDA                     )  
  )ss:  
COUNTY OF MIAMI -DADE         )

BEFORE ME, the undersigned authority, personally appeared, Nancy Perez-Crespo, who is known to me and known to be the person described in and who subscribed the above Articles of Incorporation, and she did acknowledge before me that she made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida this 17th day of January, 2006.

My Commission Expires:

  
NOTARY PUBLIC, State of Florida at Large





**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 Chapter 617 of the Florida Statutes, the undersigned officer of the Florida not for profit corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST:                   The name of the corporation is:  
                            **NEW PRESS CORP.**

SECOND:                The Registered office of the Corporation is:  
                            4635 SW 89<sup>th</sup> Place, Miami, Florida 33165-5937

THIRD:                 The name of the registered agent at that office is:  
                            Nancy Perez-Crespo.

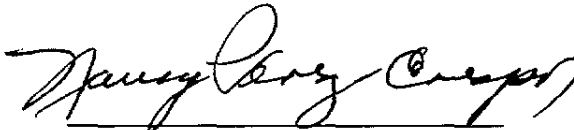
Corporate officer signature:  
Name of officer:  
Title of officer:

  
Nancy Perez-Crespo  
Incorporator

Date of execution: This 17<sup>th</sup> day of January, 2006.

**ACCEPTANCE**

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Chapter 617 of the Florida Statutes.

  
Nancy Perez-Crespo  
Registered Agent

Date of execution: This 17<sup>th</sup> day of January, 2006.