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TRANSMITTAL LETTER

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

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-07/12/99--01090--019
****132.00 ****87.50

SUBJECT: The Nicaraguan Association of Palm Beach County Inc.
(Proposed corporate name - must include suffix)

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
Filing Fee,
Certified Copy
& Certificate

FROM:

Sylvia N. Baez

Name (Printed or typed)

729 Francis st

Address

WPB, Fla. 33405

City, State & Zip

(561) 800-4620

Daytime Telephone number

FILED
99 JUL 12 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

R. Purinton JUL 20 1999

FILED

99 JUL 12 PM 3:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
**The Nicaraguan Association,
Of
PALM BEACH COUNTY INC.**

The undersigned does hereby make, subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation pursuant to Florida Statutes, Section 617, as follows: Creating a Corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the Corporation not profit is "The Nicaraguan Association, of Palm Beach County Inc."

ARTICLE II CORPORATE NATURE

- A. This is a Corporation not for profit organized solely, for the promotion of the culture of the people from Nicaragua as well as to promote philanthropic services, charity and education. The Nicaragua Association serves all person regardless of race color or national origin that need or request the services Provided by the organization.

ARTICLE III PURPOSE

The general purpose of this corporation shall be to provide Human Services and to present and produce programs of the highest quality of education, housing, recreation and any other social service aimed to aid people in USA and in Nicaragua and/or elsewhere, as the occasion arise. The purposes of the organization are, but not limited to:

- Serve as liaison between private, federal and state and local government for programs pertaining community education and social-aid, inside and/or outside of the United States, especially in Centro-American Countries.
- Organize, supervise and advise emergency and non-emergency programs, to serve the above mentioned communities and countries as required in cases of emergencies or as the moment requires.
- Serve as a catalyst of information and support to other corporations, groups or agencies efforts to help, support and improve the standard of living, education, employment as well as to facilitate relief-events concerning the above mentioned communities/countries.

- Developing fundraising projects and any other programs of service to aid the goal of supporting the above charitable endeavor.
- Our specific purpose will include fundraising opportunities to talented persons through the provision of programs and experience in related concerts, arts and exhibits, plays, art competitions, conferences, book presentations, and other way the corporation may deem necessary to aim the goals of the Nicaraguan Association of Palm Beach County Inc.

ARTICLE IV TERM

This Corporation shall have perpetual existence.

ARTICLE V

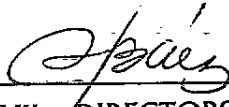
Membership in this Corporation is open to all persons who wish to share in the goals of the Corporation. The establishment of the corporation membership dues, if any, and the amount thereof, shall be at discretion of the Board of Directors. No person shall be denied membership in the organization due to that person's inability to pay the membership fee.

ARTICLE VI – SUBSCRIBERS

The name and residence address of the subscriber of this Corporation is:

Mrs: Sylvia Baez 729 Francis St. West Palm Beach
Ph: (561) 832-2386.

Corporate Officer



ARTICLE VII – DIRECTORS

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Chairperson/President:</u>	<i>Sylvia Baez</i>	729 Francis St. WPB Fl. 33405
<u>Secretary:</u>	<i>Mario J. Potosme</i>	5930 S. Ave Rd. Fl. 33415-7154
<u>Treasurer:</u>	<i>Humberto Freiser</i>	P.O. Box 32073 Fl. 33420
<u>Parliamentary:</u>	<i>Guillermo Gutierrez</i>	839 Macintosh St WPB St. Fl. 33405

ARTICLE VII OFFICERS:

- A. The Powers of this organization shall be exercised, its assets managed and its affairs conducted by a Board of Directors designated by its membership according to the Policies and procedures outlined in the by-laws.
- B. The names of the officers who are to serve until the first election are:

President: Sylvia Baez
Recording Secretary: Mario Potosme
Treasurer: Humberto Frazer

- C. No person may hold more than one office in this *Corporation*.
- D. All Officers shall be elected at the annual meeting of the Board Directors.
- E. Members of the corporation shall not be personally liable for debts, liabilities or obligations of the corporation and shall not be subject to any assessments.

ARTICLE IX- BY-LAWS

The Board of Directors is empowered to make, alter or redeseing the, by-laws of this Corporation subject to any limitations as set forth in the Florida Statutes, Section 617.

ARTICLE X- ARTICLES OF INCORPORATION

- A. Amendments to these Articles shall be proposed by presenting a written petition to the Board of Directors, which petition shall set forth the proposed amendments and shall be signed by not fewer than one third (1/3) of the then existing Directors of the Corporation.

Upon presentation to the Board of Directors of such petition, the secretary of the Corporation shall cause to be sent to the each director a notice of the meeting on the proposed amendment to the articles of incorporation, which notice shall set forth the time, date and place of the meeting.

Such time date and place shall be reasonably convenient to all the directors. The date of the special meeting shall be not greater than sixty (60) days after the petition was presented to the Board of Directors. Presentation to the Board of director shall consist of either delivery of the copy of the petition to each member of the Board of Directors through either personal delivery of such copy or mailing such copy to the last known address of the Director. Upon reaching unanimous consent of all members of the Board of Directors, any proposed amendment of the articles of incorporation of the organization may be voted on by the Board of Directors without requiring the notice of hearing set forth herein.

- B. The Board of Directors, by a two-thirds (2/3) vote in favor of the proposed amendment shall be empowered to adopt amendments to the Articles

ARTICLE XI - DEDICATION OF ASSET

All assets of this Corporation are hereby irrevocably dedicated to the stated purpose of this Corporation.

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

- A. Upon the dissolution of the Corporation the Board 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 purpose of the Corporation in such a manner, or to such organization or organizations organized and incorporated exclusively for the such purposes as shall at the time qualify as and exempt organization under section 501-C-(3) of the internal revenue code of 1954, or the corresponding provision of Any future United State Internal Revenue Law, as the Board of Directors shall determine.

ARTICLE XIII

INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL PLACE OF BUSINESS.

The street address of the initial registered office of the Corporation is:

301 Broadway Suite 300 Riviera Beach Florida 33404 and the same of the registered agent, Elsa Gibbons, Paralegal and Register Notary in the State of Florida, and the Executive Director of the center for Minority Human Services Providers;
The Board of directors may from time to time move the principal place of business to any other address in Florida.

ARTICLE XIV - INDEMNIFICATION:

The Corporation shall indemnify any officer or director or any former officer or Director, to the fullest extent permitted by law either now or existing or hereafter enacted.

IN WITNESS HEREOF, the undersigned subscriber has executed the Articles of Incorporation the Nicaraguan Association of Palm Beach County.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, Elsa Gibbons, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mrs Sylvia Baez Known to me as members of this community wanted to file for the incorporation of the foregoing Articles of incorporation, and acknowledged before me that they will signed and executed those Articles of Incorporation in behalf of NAOPBCI

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7-1-99

Notary Signature

Elsa Gibbons



ELSA GIBBONS
My Comm Exp. 5/08/2001
Bonded By Service Ins
No. CC645740
☒ Personally Known ☐ Other I.D.

My commission expires on 5/8/2001

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

In Compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST.

That The Nicaraguan Association of Palm Beach County , INC. desiring to organize and qualify under the Laws of the State of Florida, with its principal place of business in Palm Beach County, Florida, has named ELSA GIBBONS, located at 301 Broadway, Suite 300, Riviera Beach Florida, 33404, as its agent to accept service of process within this State.

Having been named to accept service of process for the above Corporation at the place designated in the certificate, the designated agent hereby agrees to act in this capacity, and further agrees to comply with the provision of all statutes relative to the proper and complete performance of its duties.

By: *Elsa Gibbons*
Elsa Gibbons
Registered Agent



ELSA GIBBONS
My Comm Exp. 5/08/2001
Bonded By Service Ins
No. CC645740
☐ Personally Known ☐ Other I.D.

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