

# Dade County Bar Association Legal Aid Society

## Small Business Development Unit

123 N.W. First Avenue, Miami, Florida 33128

Telephone (305) 579-5733 ext. 2251

FAX (305) 372-7693

*Executive Director Sharon L. Langer  
Project Coordinator & Directing Attorney Russell Jacobs*

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

1999000004845  
August 5, 1999

200002953892--1  
-08/09/99--01061--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation To Be Filed.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a ~~money order~~ <sup>check</sup> for filing fees for the following:

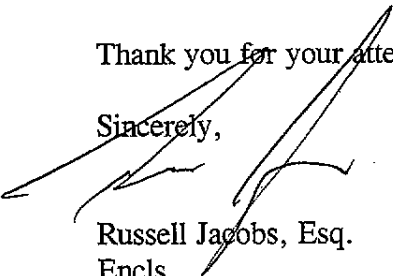
No	Company Name	CK /MO#	Amount
1.	PWIN, Inc.	CHECK # 8320	\$ 78.75
2.			

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to:

Russell Jacobs, Esq.  
Legal Aid of Dade County  
123 N.W. 1st Avenue  
Miami, FL 33128

Thank you for your attention to this matter.

Sincerely,

  
Russell Jacobs, Esq.  
Encls.

FILED  
AUG - 9 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
99 AUG -9 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
P.W.I.N., INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: P.W.I.N., INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is P.O. Box 113235, Miami, Florida 33111-3235.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1541 N.W. 13<sup>th</sup> Court, Miami, Florida 33125; and GUILLERMO RAMOS, is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of SIXTEEN (16) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. The following persons shall constitute the initial Board of Directors:

MILLIE AGOSTO, DAMASO TORREZ, MIRIAM ROQUE, JULIO GONZALEZ, NANCY RIVERA, IVETTE NAVARRO, POLLY ALVAREZ, GUILLERMO RAMOS, DIANA MAZO, IVETTE VELEZ, TANIA LOPEZ, FELIZ MARTINE, LILI WARNER, JORGE SUAREZ, M.D., MAYRA AROCHA.

#### ARTICLE IX: OFFICERS

The officers of the Corporation shall be an Executive Director, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

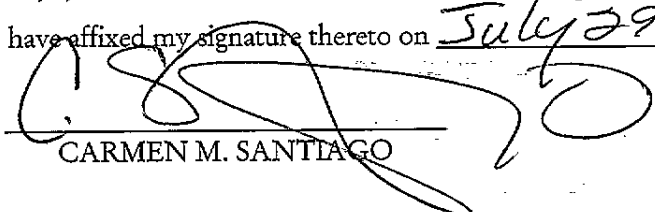
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

CARMEN M. SANTIAGO  
1157 S.W. 5<sup>th</sup> Street, Apt. 10  
Miami, Florida 33130

IN WITNESS WHEREOF, I, CARMEN M. SANTIAGO, the undersigned incorporator to this Certificate of Incorporation, have affixed my signature thereto on July 29, 1999.

  
CARMEN M. SANTIAGO

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 29 day of July, 1999, by CARMEN M. SANTIAGO, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: IRMA LLAMOSA

IRMA LLAMOSA  
Notary Public - State of Florida  
My Commission Expires Dec 17, 2002  
Commission # CC 797588

STATE OF FLORIDA AT LARGE

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That P.W.I.N., INC., desiring to organize under the laws of the State of Florida with its principal office at P.O. Box 113235, Miami, Florida 33111-3235, as indicated in the Certificate of Incorporation at City of MIAMI, County of MIAMI-DADE, State of FLORIDA, has named GUILLERMO RAMOS, located at 1541 N.W. 13<sup>th</sup> Court, in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.

BY:

  
GUILLERMO RAMOS

DATED:

8/3/99

FILED  
99 AUG -9 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA