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FILED

99 AUG 27 PM 6:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: LATIN EDITORS ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

700002972787--5
-08/27/99--01087--012
*****87.50 *****87.50

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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: PAUL R. OLIVA
Name (Printed or typed)

121 E W 38 Ct. Miami, Florida 33126
Address

Miami, Florida 33126
City, State & Zip

(305) 649-6267
Daytime Telephone number

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

D. BROWN AUG 31 1999

ARTICLES OF INCORPORATION

LATIN EDITORS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, residents of the State of Florida, natural persons competent to contract, do hereby associate ourselves together for the purpose of forming a not for profit corporation under the Statutes of the State of Florida.

ARTICLE I

NAME.- The name of the Corporation shall be LATIN EDITORS ASSOCIATION, Inc. It shall be a not for profit corporation, and its initial principal office shall be located at 121 N.W. 38 Ct. Miami, Florida 33126. The Board of Directors may from time to time move the principal office of the Corporation, as it deems necessary, to any other address within the State of Florida.

ARTICLE II

PURPOSE.- The business and purpose of this Corporation shall be to encourage, promote, foster and develop social, economic and cultural activities among the members of the Latin Community of the State of Florida, and to strengthen the bonds of friendship and mutual collaboration with the different ethnic Communities within this State, through education and cultural activities as a solid basis to achieve those goals.

ARTICLE III

DURATION.- The period of duration of this not profit Corporation shall be perpetual.

ARTICLE IV

FINANCIAL NATURE.- The Corporation shall be not for profit and no dividends or pecuniary profits shall be declared or distributed to the members thereof.

ARTICLE V

DIRECTORS.- The number of Directors constituting the Board of Directors of the Corporation shall be seven (7). The Board of Directors shall manage the affairs of the Corporation and shall have the authority to appoint agents or employees necessary to carry on the day-to-day operations of the Corporation. The first Board of Directors shall be integrated by three persons, who shall serve as such until all seven Board Members shall be elected and qualify at a meeting called for that purpose within one hundred and twenty days after the Corporation has been filed.

The names of the three persons and their respective address who shall serve as the first Board of Directors are as follows:

RAUL R. OLIVA

121 N.W. 38 Ct. Miami, Florida 33126

BENITO ALONSO ARTIGAS

10382 S.W. 25 Street Miami, Florida 33165

NORMAN DIAZ

905 Brickell Bay Drive Miami, Fla. 33131

ARTICLE VI

TERM OF OFFICE.- VACANCIES.- All Officers and Directors of the Corporation shall serve for a period of three (3) years, except the first Board of Directors, whose members shall serve until the whole Board of seven members is elected. Any vacancy that may occur at any time in the Board of Directors shall be filled by the Board of Directors for the unexpired term, by a vote taken and approved by the majority of the remaining members present and establishing a quorum.

ARTICLE VII

CORPORATE OFFICERS AND THEIR FUNCTIONS.- The Officers of the Corporation shall be: a President, a Vice-President, a Treasurer, an Assistant Treasurer and a Secretary. The principal duties of the President shall be to preside at all meetings of the Board of Directors and at all meetings of members attaining membership to this organization. In such a capacity, he shall represent this Corporation when and where it shall be necessary. The President shall be co-signer, together with the Treasurer, of all checks and drafts of the Corporation. He shall have such powers as may be reasonable construed as belonging to the Chief Executive Officer of any organization.

The Vice-President shall, in the event of the absence or inability of the President to exercise his duties, become acting President until a new President be elected by the Board of Directors, with all the rights, duties, privileges and powers as if he/she had been duly elected for the whole term of the office of the President, if that were necessary.

The Treasurer shall have the custody and care of monies belonging to the organization and of any securities also belonging to the organization.

The Treasurer shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization, and such report shall be physically affixed to the minutes of the Board of Directors. The Treasurer shall co-sign, together with the President, all checks and drafts of the Corporation.

The assistant Treasurer shall, in the event of the absence or inability of the Treasurer to exercise his duties and become acting Treasurer until a new Treasurer be elected by the Board of Directors, if that were necessary.

The Secretary shall keep the minutes and all records of the Corporation, other than those of the Treasurer, in appropriate books. It shall be also his/her duties to file any certificate required by any Statute, Federal, State or Local, together with the signature of the President. He/she shall serve notice to members of this organization, in addition to exercise all the duties incident to the office of Secretary.

Officers shall, by virtue of their office, be members of the Board of Directors.

ARTICLE VIII

ELECTION OF OFFICERS AND DIRECTORS.- The Officers of the Corporation shall be elected by the Directors, who shall first be elected by the

majority vote of the members of the Corporation at its regular meetings, except the first members of the Board of Directors, who shall serve as such as prescribed on article five of these Articles of Incorporation.

ARTICLE IX

BY-LAWS.- The By-Laws of this Corporation are to be made by the Board of Directors, and may be altered or amended by the majority vote of the Board of Directors present and establishing a quorum at a special meeting called for that purpose.

ARTICLE X

QUALIFICATIONS OF MEMBERS.- The members of this Corporation shall be the subscribers to these Articles of Incorporation, editors of news, printed, television or broadcasted, and such other persons as may, from time to time, be elected into membership by the majority vote of the Board of Directors.

ARTICLE XI

NEGATION OF PECUNIARY GAIN.- This Corporation is not organized for profit. It shall not issue stocks or pay dividends and no pecuniary profits shall be declared or distributed to the members thereof and no part of its earnings shall inure to the benefit of any member, Director, Officer or individual. The balance, if any, of monies received by the Corporation for its operation, after the payment of all its obligations, shall be distributed among charitable, scientific or educational not for profit organizations, previous approval by the Board of Directors.

ARTICLE XII

DISSOLUTION.- In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (3) and 170 (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government, for exclusive public purpose.

ARTICLE XIII

RESIDENT AGENT.- The initial Resident Agent of this Corporation is Raul R. Oliva, at 121 N.W. 38 CT., city of Miami, County of Dade, State of Florida 33126, who shall accept service of process within the State of Florida at such address.

ARTICLE XIV

SUBSCRIBERS.- The names and addresses of the persons forming this Corporation, and in the capacity of subscribers to its Articles of Incorporation for the purposes already stated are as follows:

Raul R. Oliva

121 N.W. 38 CT.
Miami, Florida 33126


Benito Alonso Artigas

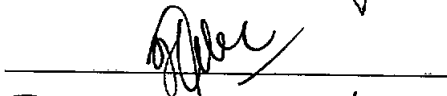
10382 S.W. 25 Street
Miami, Florida 33165

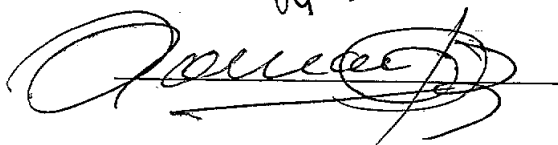
Norman Diaz

905 Brickell Bay Drive
Miami, Florida 33131

IN WITNESS WHEREOF, we have hereunto set our hands and seals and do acknowledge and file the foregoing Articles of Incorporation under the Laws of the State of Florida, on this 25 day of the month of August, 1999, A.D.

 (seal)

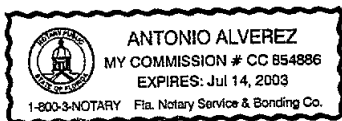
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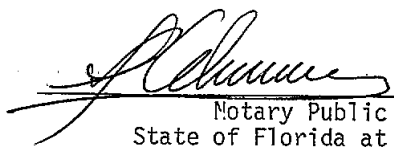
 (seal)

STATE OF FLORIDA)
COUNTY OF DADE) ss

I HEREBY CERTIFY, that on this day personally appear before me, an Officer duly authorized to administer oath and to take acknowledgements, RAUL R. OLIVA, BENITO ALONSO ARTIGAS and NORMAN DIAZ, to me well known to be the persons described herein and who executed the foregoing Articles of Incorporation of LATIN EDITORS ASSOCIATION, Inc., and who acknowledged before me that they executed same freely and voluntarily for the purposes therein expressed.

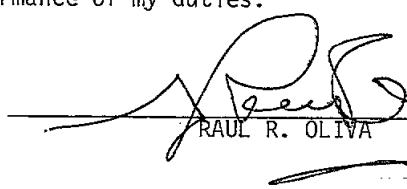
WITNESS my hand and official seal at Miami, Florida, County of Dade, on this 25 day of the month of August, 1999, A.D.




Notary Public
State of Florida at Large

I, RAUL R. OLIVA, of the County of Dade, State of Florida, having been named to accept service of process for the Corporation named LATIN EDITORS ASSOCIATION, inc. at 121 N.W. 38 Ct. Miami, Florida 33126, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

AUGUST 25 of 1999


RAUL R. OLIVA
99 AUG 27 PM 6:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(This is page four and Final Page
of Articles of Incorporation of
LATIN EDITORS ASSOCIATION, Inc.)