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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA NON-PROFIT CORPORATION

CENTRO GALLEGO DE LA FLORIDA, INC.

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF**

**CENTRO GALLEGO DE LA FLORIDA, INC.  
(GALLEGO CENTER OF FLORIDA, INC.)**

**(A CORPORATION NOT FOR PROFIT)**

WE, the undersigned, with other persons being desirous of forming a corporation for philanthropic purposes under the provisions of Charter 617 of the Florida Statutes, do agree to the following.

**ARTICLE I**

The name of this corporation shall be:

**CENTRO GALLEGO DE LA FLORIDA, INC.  
(GALLEGO CENTER OF FLORIDA, INC.)**

**ARTICLE II**

To organize and promote any and all kinds of acts that sustain cultural values of the region of Spain that belonged to the municipality of Florida. Also to organize a community of the people from Florida, in order to participate in cultural, and social events in the United States of America and in any other country which has lawful relations with the United State of America.

**ARTICLE III**

The membership of this corporation shall consist of persons who qualify to the requirements set up by the officers on a non-discriminating basis. Admission to membership shall be upon approval by 75% vote of the existing members.

**ARTICLES IV**

This corporation shall have perpetual existence.

**ARTICLES V**

The names and addresses of the subscribers to these Articles are:

**Carlos Martinez-Solifo** 3407 SW 8th Street Miami, Fl 33135

**Rolando J. Perez-Gallego** 3407 SW 8th Street Miami, Fl 33135

Prepared By: Carlos Martinez-Solifo  
3407 SW 8 St. Miami, Fl 33135  
(305) 461-1898

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TALLAHASSEE, FLORIDA

## ARTICLES VI

The names of the persons who are to serve as officers of the corporation, until the first meeting of the board of Directors are:

|                          |                |
|--------------------------|----------------|
| Carlos Martinez-Solifo   | President      |
| Edelmiro Gonzalez-Costas | Vice-President |
| Rolando J. Perez-Gallego | Secretary      |
| Benito Fernandez- Canosa | Treasurer      |

The officers shall be elected at the annual meeting of the Board of Directors-or as provided in by-laws.

## ARTICLES VII

The Board of Directors shall manage the business affairs of this corporation. This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time, by the by-laws.

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

The name and address of the persons who are to serve as director for the ensuing year, or until the first annual hearing and meeting of the corporation are:

|                          |                      |
|--------------------------|----------------------|
| Carlos Martinez-Solifo   | 3407 SW 8th Street   |
| Edelmiro Gonzalez-Costas | Miami, Florida 33135 |
| Rolando J. Perez-Gallego |                      |
| Benito Fernandez-Canosa  |                      |

## ARTICLES VIII

The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of these members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

## ARTICLE IX

These Articles of Incorporation may be amended at a special meeting of the corporation called for the purpose by a two-thirds vote of those present.

Amendments may also be made at a regular meeting of the corporation upon notice given, as provided by the by-laws of intention to submit such amendments.

#### **ARTICLE X**

The location of this corporation shall be at 3407 SW 8th Street Miami, Fl 33135 or at such other place as the corporation may from time to time elect. The name of the initial registered agent of this corporation at that address is Rolando J. Perez-Gallego.

#### **ARTICLE XI**

No part of the net earning of the corporation shall inure to the benefit of any individual or member unless the same inures for such benefit because of services rendered to the corporation pursuant to the laws of the state of Florida governing proper payments for non-profit corporations.

#### **ARTICLE XII**

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 100% of the value of the property of the corporation.

#### **ARTICLE XIII**

The amount of yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

#### **ARTICLE XIV**

In order to promote the purpose of this corporation, it may acquire property by grant, gift, purchase or request, and hold and dispose of such property as the corporation shall require, for the benefit of the members and not for pecuniary profit. It shall also have the right and the power to sell or dispose of any assets of the corporation, including publication rights to any articles or publications approved by the corporation, it may engage in any legal business activity for purposes of raising revenue for the herein non profit corporation. These powers do not exclude the powers enumerated in FS 617.021.

#### **ARTICLE XV**

The annual meeting for the elections of members of the Board of Directors shall be held as may be provided in the by-laws.

The corporation may provide in its by-laws for the holding of additional regular meeting and any special meeting and shall provide notice of all such meetings.

Fifty per cent plus one of the members shall constitute a quorum for the holding of any meeting.

#### **ARTICLE XVI**

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

3407SW 8th Street  
Miami, Fl 33135

The name of original agent of this corporation at that address is:  
Rolando J. Perez-Gallego

### ARTICLE XVII

The mailing address of the corporation is:

3407 SW 8th Street  
Miami, FL 33135

### ARTICLE XVIII

No person, firm or corporation shall ever receive any dividends of any kind of profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c) (3) of the Internal Revenue Code or to the Federal Government, or to the State of local Government, for a public purpose, which said purpose shall be in conformity with the purposes of this corporation, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 30 day of August, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Carlos Martinez-Solifo (SEAL)

  
\_\_\_\_\_  
Rolando J. Perez-Gallego (SEAL)

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, The undersigned authority did personally appeared the persons known by me to be, Carlos Martinez-Solifo and Rolando J. Perez Gallego, who after being duly sworn, acknowledge the foregoing to be their act and deed

WITNESS my hand and seal this 30 day of August, 1999.

My Commission Expires:



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT.**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
Rolando J. Perez-Gallego

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TALLAHASSEE, FLORIDA