

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Dominican International Business Association, Inc.

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**ARTICLES OF INCORPORATION**

**OF**

**DOMINICAN INTERNATIONAL BUSINESS ASSOCIATION, INC.**

**a Florida Not for Profit Corporation**

The undersigned, acting as incorporator of **DOMINICAN INTERNATIONAL BUSINESS ASSOCIATION, INC.**, under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**DOMINICAN INTERNATIONAL BUSINESS ASSOCIATION, INC.**

and the principal place of business is:

c/o Nicolas Fernandez, P.A. 780 N.W. Le Jeune Road, Suite 324, Miami, Florida 33136

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely benevolent. Its primary purpose is to promote development of business, entrepreneurial and cultural relationships between the Dominican Republic and the United States of America.

**ARTICLE IV. ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

**ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational

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organizations which would then qualify under the provisions of Section 501(c) of the Code and its regulations.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 780 NW Le Jeune Road, Suite 324, Miami, Florida 33126 and the name of the Corporation's initial registered agent at that address is Esquire Corporate Services, Inc.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The Corporation shall have three directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The name and street address of the initial director(s) are:

Rocio Gell,

7528 Los Pinos Blvd., Coral Gables, Florida;

Frank Castillo,

11055 NW 59<sup>th</sup> Terrace, Miami, Florida 33178; and

Nicolas Fernandez, Esq.

780 NW LeJenue Road, Suite 324, Miami, Florida 33126

The Corporation's directors shall be elected once a year by the Corporation's members in accordance with the Corporation's Bylaws.

#### **ARTICLE VIII. INDEMNIFICATION**

Every person who now is, hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including Counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

#### **ARTICLE IX. MEMBERSHIP**

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership, the property voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

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**ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is:

**Name:**  
NICOLAS FERNANDEZ, P.A.

**Address:**  
780 N.W. Le Jeune Road  
Suite 324  
Miami, Florida 33126

**ARTICLE XI. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

**ARTICLE XII. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of Sept, 1999

NICOLAS FERNANDEZ, P.A.

By:   
Nicolas Fernandez, Esq.

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for **DOMINICAN INTERNATIONAL BUSINESS ASSOCIATION, INC.** in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Esquire Corporate Services, Inc.

By:   
Nicolas Fernandez, President

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