

# **LA VIÑA, INC.**

A Nevada Non-Profit Public Benefit Corporation

## **NONPROFIT CORPORATION ARTICLES OF INCORPORATION**

### **Article I Name**

#### **1.1 Name**

The name of this corporation is LA VIÑA, INC.

### **Article II Duration**

#### **2.1 Duration**

**The period of duration of the corporation is perpetual.**

### **Article III Effective Date**

#### **3.1 Effective Date**

The date of commencement of corporate existence shall be when these Articles have been filed with the Secretary of State, approved and the respective filing fee has been paid.

### **Article III Type of Corporation**

#### **3.1 Type of Corporation**

This corporation is a charitable, spiritual and educational growth and is not organized for the private gain of any person. It is organized under the Nonprofit for Spiritual Retreat and Educational growth Corporation Law exclusively for that purposes.

### **Article IV Purpose**

#### **4.1 Purpose**

LA VIÑA INC., is a not-for-profit corporation and exclusively operates for charitable and educational, purposes, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations within the meaning of section 501 (c) (3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

LA VIÑA INC., specific purpose is to organize, establish and oversee places of fellowship, ministries and create departments necessary to support missionary activities. We will provide education and spiritual guidance to children with the help of other nonprofit organizations through the teachings of our Christian Faith. LA VIÑA INC., will provide free lectures, mentoring in places of fellowship, and other public venues.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501 (c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

#### **4.2 Public Benefit**

LA VIÑA INC., is designated as a public benefit corporation.

### **Article V Prohibited Activities**

#### **5.1 Prohibited Activities**

LA VIÑA INC., is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of LA VIÑA INC., shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof.

LA VIÑA INC., is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its education, fellowship, missionary activities, ministries and charitable purposes. 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 individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **5.2 Restricted Activities**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible, under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article VI Personal Liability and Indemnification**

### **6.1 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of LA VIÑA INC., of any nature whatsoever, nor shall any of the property of assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **6.2 Indemnification**

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

## **Article VII Distribution Upon Dissolution**

### **7.1 Dissolution**

Upon termination or dissolution and after paying or making provisions for the payment of all the legal liabilities of LA VIÑA INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 186 after paying or making provisions for the payment of all the legal liabilities of or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purpose.

The organization to receive the assets of LA VIÑA INC., hereunder shall be selected by the discretion of a majority of the managing body of LA VIÑA INC, and if its member cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against LA VIÑA INC., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Nevada to be added to the general fluid.

### **7.2 Prohibited Distributions**

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, Section 4.1

**Article VIII  
Board of Directors**

**8.1 Governance**

LA VIÑA INC., shall be governed by its board of directors.

**8.2 Directors**

This corporation shall have no more than five (5) directors as determined by the bylaws. The directors whose positions and duties are set forth in the bylaws will manage the affairs of this corporation. The names of the directors who are to serve are as follows:

| NAME            | ADDRESS                                     |
|-----------------|---|
| Mariano Santana | 4678 Gabriel Drive, Las Vegas, Nevada 89121 |
| Ana Campang     | 1205 Simms Avene, Las Vegas, Nevada 89074   |
| José Mata       | 413 N 16th Street, Las Vegas, Nevada 89101  |
| Gerardo Fonseca | 4425 Desert Home Ave, N Las Vegas 89085     |
| Alejandro Gómez | ¿?  |

**Article X  
Bylaws**

**10.1**

The first bylaws of the corporation shall be adopted by the board of directors and may be amended, altered or rescinded by the board of directors in the manner provided by such bylaws.

**Article XI  
Amendments**

**11.1 Amendments**

These articles of incorporation may be amended, altered or rescinded by the board of directors in the manner provided by the bylaws mentioned in article 10.

**Article XII  
Addresses of the Corporation**

**12.1 Corporate Address**

The mailing address of the corporation is:

4678 Gabriel Drive, Las Vegas, Nevada 89121

**Article XIII  
Appointment of Registered Agent**

**13.1 Registered Agent**

The registered agent of this corporation will be:

Active Management Services, LLC

5435 S Fort Apache#103, Las Vegas, NV 89148

**Article XIV  
Incorporators**

**14.1 Incorporators**

The incorporators of the corporation are as follow:

|                 |   |
|-----------------|---|
| Mariano Santana | 4678 Gabriel Drive, Las Vegas, Nevada 89121 |
| Ana Campang     | 1205 Simms Avene, Las Vegas, Nevada 89074   |
| José Mata       | 413 N 16th Street, Las Vegas, Nevada 89101  |
| Gerardo Fonseca | 4425 Desert Home Ave, N Las Vegas 89085     |
| Alejandro Gómez | ¿?  |

**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that above stated Articles of Incorporation for LA VIÑA INC., were approved by the board of directors on Thursday, Aug 14, 2013 and constitute a complete copy of the Articles of Incorporation or LA VIÑA INC.

|                 |       |
|-----------------|-------|
| _____           | _____ |
| Mariano Santana | Date  |
| _____           | _____ |
| Ana Campang     | Date  |
| _____           | _____ |
| José Mata       | Date  |
| _____           | _____ |
| Gerardo Fonseca | Date  |
| _____           | _____ |
| Alejandro Gomez | Date  |

**Acknowledgement of consent to appointment as registered agent**

I, Danilo Abuan of Active Management Services LLC, agree to be the registered agent for LA VIÑA INC., as appointed herein.

|                  |       |
|------------------|-------|
| _____            | _____ |
| Registered Agent | Date  |

## **Appendix A: Conflict of Interest Policy**

### **Article I Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose



all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

**a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

## **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Article VII Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Article VIII Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.