



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 13, 2017

7141-460-4

C T CORPORATION SYSTEM  
118 W EDWARDS, STE 200  
SPRINGFIELD, IL 62704

RE SOMEBODY HELP US ALGUIEN AYUDENOS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF \$50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 11TH FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

THE ISSUANCE OF THE ARTICLES OF INCORPORATION DOES NOT ENTITLE THE CORPORATION TO A PROPERTY TAX EXEMPTION. YOU MUST APPLY FOR THAT EXEMPTION THROUGH THE BOARD OF REVIEW IN THE COUNTY WHERE THE REAL ESTATE IS LOCATED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM NFP 102.10 (rev. Dec. 2003)  
**ARTICLES OF INCORPORATION**  
 General Not For Profit Corporation Act

**FILED**

**OCT 13 2017**

**JESSE WHITE  
 SECRETARY OF STATE**

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-9522  
 www.cyberdriveillinois.com

Remit payment in the form of a  
 cashier's check, certified check,  
 money order or Illinois attorney's  
 or C.P.A.'s check payable  
 to Secretary of State.

File # 7141-4604 Filing Fee: \$50 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black Ink ----- Do not write above this line -----

**Article 1.**

Corporate Name: Somebody Help Us Alguien Ayudenos, Inc.

**Article 2.**

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: CT Corporation

First Name	Middle Name	Last Name

Registered Office: 208 S. LaSalle Street, # 814

Number	Street	Suite # (P.O. Box alone is unacceptable)
<u>208</u>	<u>S. LaSalle Street</u>	<u># 814</u>

City	IL	ZIP Code	County
<u>Chicago</u>	<u>IL</u>	<u>60604</u>	

**Article 3.**

The first Board of Directors shall be three in number, their Names and Addresses being as follows  
Not less than three

Director Name	Street Address	City	State	ZIP Code
Esperanza Ruiz-Rios,	PO Box 9024100	San Juan,	PR	00902-4100
Armando Valdes Prieto	# 1 Calle Madrid, Cond. Lakeshore, Apto. PH-C	San Juan,	PR	00907
Zuleika Feliu Padilla	PO Box 9024100	San Juan,	PR	00902-4100

**Article 4.**

Purpose(s) for which the Corporation is organized:  
 See Attachment

(continued on back)

**Article 4.(continued)**

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes  No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes  No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes  No

**Article 5.**

Other provisions (For more space, attach additional sheets of this size.):

**Article 6.**

**Names & Addresses of Incorporators**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated October 13, 2017  
Month Day Year

Signatures and Names	Post Office Address
1. <u><i>Nicholas R. Pesavento</i></u> Signature <u>Nicholas R. Pesavento</u> Name (print)	1. <u>35 W. Wacker Drive</u> Street <u>Chicago, IL 60601</u> City, State, ZIP
2. _____ Signature _____ Name (print)	2. _____ Street _____ City, State, ZIP
3. _____ Signature _____ Name (print)	3. _____ Street _____ City, State, ZIP

**Signatures must be in BLACK INK on the original document.**

**Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.**

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

**Return to:**

_____	_____
Firm Name	Attention
_____	_____
Mailing address	City, State, ZIP

**ATTACHMENT TO**  
**ARTICLES OF INCORPORATION**  
**Of**  
**SOMEBODY HELP US**  
**ALGUIEN AYÚDENOS, INC.**

**ARTICLE 4: PURPOSE**

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

In furtherance of the foregoing purposes, subject to the limitations set forth herein, the Corporation shall have and may exercise all of the powers conferred by the laws of the State of Illinois, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by law.

**ARTICLE 5: OTHER PROVISIONS**

**SECTION 1.** The purposes and powers of the Corporation are each and all subject to the limitation that:

- (a) This Corporation is not organized for profit.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, creator or organizer of the Corporation, or substantial contributor to it, or any private individual, except that reasonable compensation for actual services rendered to or for the Corporation and reimbursement of reasonable expenditures in furtherance of one or more of its exempt purposes may be provided.
- (c) The private property of the directors, officers and members of the Corporation shall not be subject to payment of the corporate debts to any extent whatever.
- (d) The Corporation shall have authority to accept as contributions personal property and real property, and to sell, mortgage, encumber, hypothecate, lease, receive, administer, maintain, use and employ, in whole or in part, its income, funds, securities and property, real and personal, as an

association organized and operated exclusively for educational, charitable, and other nonprofit purposes beneficial to the public, as such terms and purposes are used and defined in or in connection with Section 501(c)(3) of the Code and the regulations thereunder, and to pursue such objects and purposes directly, or by contribution to organizations that qualify as exempt organizations described in Section 501(c)(3) of the Code or organizations which are treated for U.S. tax purposes as so qualifying.

- (e) Notwithstanding any other provision of these Articles, the Corporation shall not (i) conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations thereunder, or (ii) engage in activities which are prohibited by an organization contributions to which are deductible under Section 170(b)(1)(A) of the Code and regulations thereunder.

SECTION 2: The Corporation shall not have the authority to issue capital stock. The Corporation shall not have any members.

SECTION 3: The directors of the Corporation shall be elected in such manner, for such terms, and on such conditions as shall be prescribed in the Bylaws of the Corporation. The initial directors of the Corporation are as set forth in the Articles of Incorporation.

SECTION 4: Provisions for the regulation of internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation, to the extent that they are not set forth herein as follows:

- (a) No directorship or officership in this Corporation shall be assignable inter vivos or pass to any personal representative, heir, or devisee of any director or officer.
- (b) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that will prevent this Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code and the regulations thereunder.
- (c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code); this Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; nor shall it in any manner engage in activities that are unlawful under the laws of the United States

of America, the State of Illinois, or any other jurisdiction where such activities are carried on.

- (d) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated for purposes that are not exclusively educational, charitable, or otherwise permitted by Section 501(c)(3) of the Code and the regulations thereunder.
- (e) No compensation or payment shall ever be paid or made to any director, officer, trustee, creator, or organizer of this Corporation or substantial contributor to it, except as a reasonable allowance for actual expenditures or service actually made or rendered to or for this Corporation; provided, that neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any of such persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall be used for, accrue to, or inure to the benefit of any private individual or entity within the meaning of Section 501(c)(3) of the Code and the regulations thereunder.
- (f) The Corporation may be liquidated or dissolved, and any such liquidation or dissolution may be carried out in the manner prescribed by the Bylaws of the Corporation, but any assets of the Corporation available for distribution after payment of its lawful debts and satisfaction of applicable legal obligations shall be transferred or assigned only to a corporation or other legal entity which is dedicated to charitable or educational purposes and which would then qualify under the provision of Section 501(c)(3) of the Code and the regulations thereunder.

SECTION 5: A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Illinois Not for Profit Corporation Law is amended after the effective date of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Illinois Not for Profit Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.