

709010

AGUSTIN DE GOYTISOLO, P.A.
OF COUNSEL & CIVIL LAW NOTARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 13 PM 12:39

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PLEASE CORRESPOND TO:
600 BILTMORE WAY, SUITE 1205
CORAL GABLES, FLORIDA 33134-7534

TELEPHONE 305.443.3412
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December 11, 2001

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee FL 32399-1500

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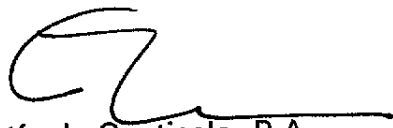
Re: **JESUIT FATHERS OF THE PROVINCE OF THE ANTILLES, INC.**,
filing of amended and restated articles of incorporation including but
not limited to the change of its corporate name to **ACU HOLDINGS**
INC. Charter # 709010

Sir/Madam:

For filing amongst your records, enclosed are two executed counterparts of the amended and restated articles of incorporation of subject corporation not-for-profit for filing amongst your records, together with our check in the amount of \$87.50, covering the fee of \$35.00 for filing of one of these counterparts and the sum of \$52.50, fee for certifying the other counterpart, as well as a duly stamped envelope for its return to us.

Do not hesitate to call me, if in doubt.

Sincerely yours,


Agustín de Goytisolo, P.A.

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Amended & Restated Art. & N/C

V SHEPARD DEC 19 2001

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
JESUIT FATHERS OF THE PROVINCE OF THE ANTILLES, INC.
AND ITS RESTATEMENT AS
ACU HOLDINGS INC.**

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1. The undersigned, respectively the President and the Secretary of the **JESUIT FATHERS OF THE PROVINCE OF THE ANTILLES, INC.**, (the "Corporation"), a corporation not-for-profit, the amended and restated articles of incorporation were filed last with the Florida Department of State (the "Department") on July 8th, 1983 continuing to be assigned number 709010, as per unanimous action by all its present members and directors adopted at a meeting duly called and held on December 7, 2001 by these presents execute, acknowledge and file with such Department the following amendment to its Articles of the Corporation and Restatement such Articles of Incorporation (the "Articles"), for the purpose of continuing to operate this Florida corporation under the Florida Not for Profit Corporation Act (the "Act"), to wit:

RESOLVED, that the amended Certificate of Incorporation of this Corporation filed with the Florida Department of State as indicated above, be and it hereby is further amended in toto and that the Corporation hereinafter be governed by these Amended and Restated Articles of Incorporation (the "Articles") under the Act, to wit:

ARTICLE I: NAME

The name of the Corporation is **ACU Holdings Inc.** (hereinafter referred to as the "Corporation").

ARTICLE II: DURATION

This Corporation was organized as per Articles of Incorporation filed with Florida's Department of State on May 21, 1965, Charter 709010, as amended on December 5, 1976 and subsequently amended and restated on July 8, 1983, and since its incorporation has had and shall have perpetual existence hereinafter.

ARTICLE III: PURPOSES

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as amended from time to time, or the corresponding provisions of any future applicable United States revenue law (the "Code"), subject to the limitations expressed in Article VII(3) below, primarily to own and hold real, personal and intangible properties situated in the State of Florida and Cuba

(collectively, its "Property") on behalf of the Antillean Province of the Religious Order of the Catholic Church known as the Society of Jesus, or its successors under Canon Law particularly Pontifical Bull "Laudabile ... of February 15, 1758 of Pope Benedict XIV (hereinafter, the "Jesuits' Antillean Province"), subject to the exclusive use of such Property by the Community of Christian Life of the Catholic Church known as Agrupación Católica Universitaria, or its successors (hereinafter, the "ACU"), another Florida corporation not for profit, both this Corporation and ACU being duly registered in the Official Catholic Directory of the Catholic Church of the United States of America.

ARTICLE IV: MEMBERSHIP

Section 1. Members. The Corporation shall have three (3) **ex-officio** members, who shall meet the qualifications hereinafter mentioned and no other person or legal entity shall be entitled to membership in the Corporation, to wit:

- (A) One member shall be the member of the Jesuits' Antillean Province designated by its Father Provincial as the Ecclesiastical Assistant of the ACU;
- (B) Another member shall be the person who from time to time is the President of the ACU; and
- (C) The third member shall be another member of the Jesuits' Antillean Province designated by its Father Provincial as the Assistant to such Ecclesiastical Assistant of the ACU, if any; provided, however, that if such Assistant to the Ecclesiastical Assistant of the ACU has not been designated and holds office, such third member shall be designated by the person being Ecclesiastical Assistant of the ACU amongst ACU's Members of National Board of Directors designated by ACU's branches.

ARTICLE V: MANAGEMENT

Section 1. Board of Directors. The Board of Directors of the Corporation, designated by its members, shall exercise all powers of the Corporation by and under its authority and it shall manage all business and affairs of the Corporation without limitation. The number, qualifications, election, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors from time to time shall be provided for in the bylaws of the Corporation.

Section 2. Committees & Board of Advisors. The Board of Directors, to carry out the purposes of the Corporation, may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special

purpose), including but no limited to a Board of Advisors, with such authority as the Bylaws may provide from time to time.

ARTICLE VI: OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as may be determined by the Board of Directors. The failure to elect any of these officers shall not affect the existence of the Corporation.

ARTICLE VII: GENERAL PROVISIONS

Section 1. Bylaws. The internal affairs of the Corporation shall be regulated by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The power to amend or repeal the bylaws shall be vested in the Board of Directors in accordance with the terms of said bylaws.

Section 2. Power and Authority. Subject to the limitations of these Articles, the Corporation may exercise all powers and authority enjoyed by a corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management of the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein; provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Code; or a corporation receiving contributions which are deductible under section 170, 2055 or 2522 of the Code.

Section 3. Tax-Exempt Status. 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.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participating or intervening in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements).

Section 4. Conflicts of Interest. No contract or other transaction between the February 9, 2001 Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

Section 5. Indemnification. Every person who now is or hereafter shall be a Member, Director or Officer of the Corporation shall be indemnified and held harmless by the corporation against all claims, costs and expenses (including reasonable counsel fees) 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 Member, Director or Officer of the Corporation (whether or not he is a Member, 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/her). The right to indemnification, and the scope thereof, shall not be less than that provided by Section 617.0834, Florida Statutes as amended from time to time. Such right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII: AMENDMENTS

Amendments to these Articles shall be made by a majority vote of all members of the Corporation.

ARTICLE IX: DISSOLUTION

The Corporation may be dissolved by its members following the bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation (collectively, its "Assets") exclusively in favor of an organization organized and operated exclusively for charitable or educational purposes that shall qualify as an exempt organization(s) under section 501(c)(3) of the Code as the Jesuits' Antillean Province shall determine, at its sole and absolute discretion; provided, however, that in the absence thereof, the Corporation's Assets shall be distributed, first, to the Jesuits' Antillean Province successor in existence according to Canon Law; in the absence thereof, to the General Curia of the Society of Jesus ("Curia Generalizia della Compagnia de Gesu headquartered presently in Borgo Sancto Spiritu, 5, Rome, Italy; and in the absence of the above, to the Government of the United States of America for the assistance of Cuban-Americans residing in the United States or Cubans residing in the Island of Cuba. If any such Assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is located, shall dispose of such assets exclusively for the purposes stated in Article IV herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such section 501(c)(3), as said court shall determine.

ARTICLE X: PRINCIPAL OFFICE

The principal office of the Corporation is situate at 720 NE 27th Street, Miami FL 33137..

ARTICLE XI: REGISTERED AGENT

The registered agent of the Corporation is Raúl J. Salas whose office is presently situated at 201 South Biscayne Boulevard, Ste. 1500, Miami FL 33131, who, being familiar with her responsibilities as such under Florida Statutes, accepts his designation by executing these premises and agrees to perform her duties of a registered agent of the Corporation.

TRANSITORY PROVISIONS

RESOLVED, to recognize the following persons as **ex officio** members of the Corporation, to wit:

Rev. Amando Llorente, S.J.
ACU's Ecclesiastical Assistant
Rev. Marcelino García, S.J.
Designated by the Jesuits'
Antillean Province FL 33184
and
Jesús León
ACU President

720 NE 27th Street, Miami FL,

500 SW 127th Avenue, Miami
Miami FL 33184,

11537 Manorstone Lane
Columbia MD 21044

RESOLVED, to ratify as the directors of the Corporation the following persons, to hold office until their successors are designated and take office:

Rev. Amando Llorente, S.J.	720 NE 27th Street, Miami FL 33137
Rev. Marcelino García, S.J.	500 SW 127 th Avenue, Miami FL 33184, and
Jesús León	11537 Manorstone Lane
ACU President	Columbia MD 21044

RESOLVED, to appoint the following persons as officers of the Corporation, to hold office until their respective successors are designated and hold office:

President	Rev. Amando Llorente, S.J.
Vice Presidents	Rev. Marcelino García, S.J. and Jesús León
Vice President	Francisco Javier Casas
Secretary	Raúl J. Salas, Esq.
Assistant Secretary	Esq. Agustín de Goytisolo, Esq.
Treasurer	Enrique Míguez, and
Assistant Treasurer	Henry Martínez

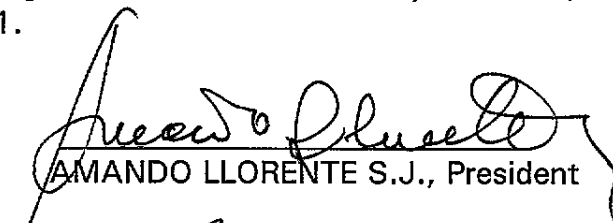
RESOLVED, to ratify and approve all prior action of the members, director(s) and officers of the Corporation, and agree to indemnify and hold them harmless for any liability which they may have incurred for their actions/omission in such capacities as may be authorized by current Florida law, without limitation.

RESOLVED, to ratify and approve all certificates and returns, if any, submitted through date by the Corporation to the Archdiocese of Miami and other appropriate organizations, both State or Federal.

This action of all the members and director(s), in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

2. The foregoing amendment and restatement of the Articles, and all other facts or statements herein, are in full force and effect, and have not been modified, restricted or amended.

IN WITNESS WHEREOF, the undersigned has caused these presents to be acknowledged, signed and sealed in the City of Miami, Florida on the 7th day of December, 2001.


AMANDO LLORENTE S.J., President


RAUL J. SALAS, Secretary *Registered Agent*

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

ACKNOWLEDGED, SIGNED AND SWORN before me, a Notary Public, by the persons herein above expressed, who I know and have the capacities aforesaid, on the place and date mentioned above.

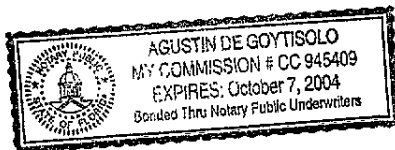


Notary Public

Printed name of notary:

Commission number:

My commission expires:



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