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Division of Corporations

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Division of Corporations
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Account Number : 104076000124
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FLORIDA NON-PROFIT CORPORATION

Fundacion Sur Futuro, Inc.

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**ARTICLES OF INCORPORATION OF
FUNDACION SUR FUTURO, INC.,
A Florida Not for Profit Corporation**

The undersigned, being over the age of 18 years, acting as incorporator, for the purpose of forming a nonprofit corporation under Florida Statutes, Chapter 517, hereby executes the following Articles of Incorporation:

FIRST: The name of the corporation shall be **FUNDACION SUR FUTURO, INC.** (hereinafter the "Corporation").

SECOND: The principal office of the Corporation is to be located in the City of Miami, Miami-Dade County.

THIRD: The Corporation shall be organized and operated exclusively for the following purposes provided that they are charitable, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") of 1986, as amended:

The specific and primary purpose for which this Corporation is formed is to promote sustained development of the less favorable communities located in the Southern part of the Dominican Republic, to promote preservation and respect for the environment and its natural resources, and other charitable purposes.

FOURTH: No part of the net earnings of the Corporation 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 to the its affairs and carrying out its purposes, and to make payments and disbursements in furtherance of the purposes set herein.

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 any candidate for public office except as authorized under the Code of 1986 or the corresponding section of any future federal tax code.

The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under

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This instrument was prepared by:

Desiree M. Cuason, Esq.

Rasco Reininger Perez & Esquenazi, P.L.

283 Catalonia Avenue, 2nd Floor

Coral Gables, Florida 33134

(305) 476-7100

04 AUG -2 11 03 32
SECTION 501(c)(3)
FUNDACION SUR FUTURO, INC.

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Section 501(c)(3) of the Code of 1986, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

In order to carry out only those general purposes heretofore set out, subject to the restrictions of Article 3, the Corporation shall have the following powers:

- (a) To take and hold, be bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any real, personal, or mixed property, without limitation as to the amount or value, except such limitations, if any, as may be imposed by law.
- (b) To sell, to convey, and to dispose of any such property and to invest and to reinvest the principal thereof, and to deal with and to expend the income therefrom for any of the aforementioned purposes, without limitation, except as may be imposed by law
- (c) To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all foregoing purposes.
- (d) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

FIFTH: The Corporation shall have no members.

SIXTH: The method of electing trustees will be as set forth in the Bylaws.

SEVENTH: The Corporation shall have eleven (11) 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:

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This instrument was prepared by:

Desiree M. Cuason, Esq.

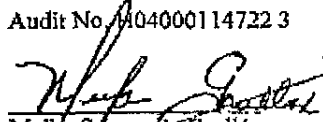
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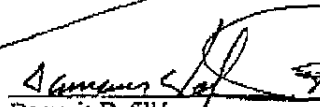
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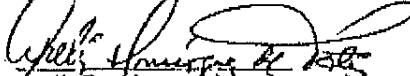

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802 Brickley Key Drive
Apto. 701
Miami, FL 33132

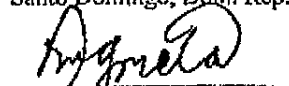

Damaris Defilló
Young & Rubicam Damaris
Avenida De los Poceros
Santo Domingo, Dom. Rep.


Petronila Castillo
Avenida Anacaona
Torre Juan Antonio
Santo Domingo, Dom. Rep.

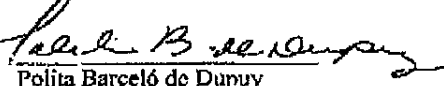

Bolivar Baez Ortiz
Plaza Intercaribe
Ave. Lope de Vega
Santo Domingo, Dom. Rep.

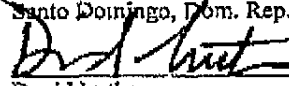

Zoila de Kaur
Fundacion Sur Futuro, Inc.
Unicentro Plaza 3er Nivel
Santo Domingo, Dom. Rep.


Arleis Dominguez
Torre La Fortuna
C/Tetelo Vargas #37, Naco
Santo Domingo, Dom. Rep.


Violeta Mazara
Cancillería
Avenida Independencia
Santo Domingo, Dom. Rep.


Federico Suero
Centro Médico UCE
Avenida Máximo Gómez
Santo Domingo, Dom. Rep.


Polita Barceló de Dupuy
Plaza Roca
Jacinto Mañón, Paraíso
Santo Domingo, Dom. Rep.


David Luther
IDDI
C/Luis F. Tomen 654, El Millón
Santo Domingo, Dom. Rep.


Amparo Pérez de Taveras
Calle Bocco, Esq. Anamá, Los Rios
Santo Domingo, Dom. Rep.

EIGHTH:

The identity, location address and postal destination of the Corporation's initial registered agent are:

Miami Corporate Systems, Inc.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134

NINTH:

The name and address of the incorporator is:

Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134

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3

This instrument was prepared by:
Desiree M. Cuason, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100

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- TENTH:** The Corporation shall have all of the powers granted to nonprofit corporations by the laws of the State of Florida, as amended from time to time.
- ELEVENTH:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, 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 purposes.
- TWELFTH:** 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 is entitled as a matter of law.
- THIRTEENTH:** 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.
- FOURTEENTH:** 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.

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This instrument was prepared by:

Desiree M. Cuason, Esq.

Rasco Reininger Perez & Esquenazi, P.L.

283 Catalina Avenue, 2nd Floor

Coral Gables, Florida 33134

(305) 476-7100

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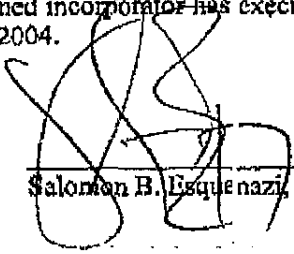
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FIFTEENTH:

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to chapter 617, Florida Statutes and other applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of July, 2004.


Solomon B. Esquenazi, Esq.

Audit No. H04000114722 3

5

This instrument was prepared by:

Desiree M. Cuason, Esq.

Rasco Rejninger Perez & Esquenazi, P.L.

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Coral Gables, Florida 33134

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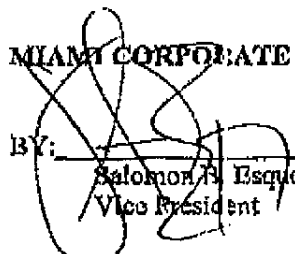
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **FUNDACION SUK FUTURO, 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.

MIAMI CORPORATE SYSTEMS, INC.

BY:


Salomon B. Esquenazi,
Vice President

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DIVISION
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This instrument was prepared by:
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283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
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