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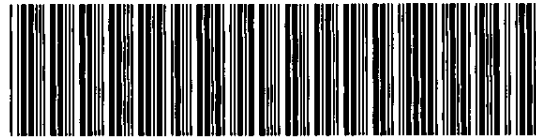
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/25

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Fundacion Ficohsa USA, Inc.
(PROPOSED CORPORATE NAME – **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: De La Peña & Associates, P.A.
Name (Printed or typed)

601 Brickell Key Drive, Suite 705
Address

Miami, FL 33131
City, State & Zip

305.377.0909
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
FUNDACION FICOHSA USA, INC.
(Not for Profit)

07 JAN 25 PM 4: 20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida, acknowledge and file these Articles of incorporation in the offices of the Secretary of State of Florida.

Article I

Name

The name of the corporation will be Fundacion Ficohsa USA, Inc. For convenience, the corporation shall be referred to herein as the "Corporation".

Article II

Purpose and Powers

Section 1. Purpose.

- a. The general purpose of the Corporation is to receive, administer and distribute funds and property for educational and charitable purposes and other lawful purpose, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (herein referred to as the "Code"), as the majority of the Board of Directors may determine.
- b. To carry out its general purposes, the Corporation shall assist, with funds and property, any educational and/or charitable institution or group that the Corporation, by determination of the majority of the Board of Directors, may designate. The Board of Directors shall determine the amounts of funds and/or property to be donated to each such institution or groups, and all conditions to be attached to each said donation, if any. The Corporation shall also engage in such charitable programs of its own, consistent with its general purpose, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds and/or property to be allocated to each such program and all conditions to be attached to each said allocation, if any.

Section 2. Powers.

- a. The Corporation's purpose, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section

501 (c) (3) of the Code. To this end, the Corporation shall have the following powers:

- (i) To own, acquire, convey, exchange, lease, mortgage, encumber, real or personal; to borrow money, contract debts and issue bonds, notes and debentures, and to secure the payment or performance of its obligations by pledging its assets.
- (ii) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations.
- (iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or body politic or with any colony, dependency or agency of any of the foregoing.
- (iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.

b. Notwithstanding any powers granted to the Corporation by these Articles, by the Bylaws of the Corporation or by the laws of the State of Florida, the following limitations of power shall apply and be paramount:

- (i) 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 except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), 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 on dissolution of the Corporation.
- (ii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- (iii) Notwithstanding any other provisions contained herein, the Corporation shall not 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 or by any organization contributions to which are deductible under Section 170 (c) (2) of the Code.
- (iv) Upon dissolution of the Corporation or the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, testing, literary or educational organizations which then qualify under the provisions of Section 501 (c) (3) of the Code.

c. The Corporation shall have all of the corporate powers enumerated in Section 617.0302, Florida Statutes, as the same may be amended from time to time.

Article III

Members

- a. The membership of the Corporation shall consist of two types of members: Founding Members and Contributing Members.
- b. Each Founding Member of the Corporation shall have one (1) vote.
- c. The Founding Members may, but shall not be required to, elected additional Founding Members, who shall be individuals who subscribe to the Corporation's purposes, as set forth herein.
- d. The Founding Members shall elect the Board of Directors of the Corporation in the manner set forth in the Corporation's Bylaws and shall have all other powers set forth in these Articles of Incorporation and/or the Bylaws.
- e. The Founding Members of the Corporation shall be the following individuals who subscribe to the Corporation's purposes:

Name	Address
Camilo Atala F.	9600 NW 38 th Street Doral, FL 33178
Juan Carlos Atala	9600 NW 38 th Street Doral, FL 33178
Salomon Barjum	9600 NW 38 th Street Doral, FL 33178
Abel Garcia	9600 NW 38 th Street

	Doral, FL 33178
Leonel Giannini	9600 NW 38 th Street Doral, FL 33178
Gabriel Matute	9600 NW 38 th Street, Suite 100 Doral, FL 33178
Alex Myer	9600 NW 38 th Street, Suite 100 Doral, FL 33178
Jose Alejandro Piedrahita	251 Crandon Blvd, #1133 Key Biscayne, FL 33149
Colin Veater	41 SW 18 th Terrace Miami, FL 33129

Article IV

Existence

The Corporation shall have perpetual existence.

Article V

Incorporator

The name and address of the Incorporator is as follows:

Colin Veater
41 SW 18th Terrace
Miami, FL 33129

Article VI

Directors

- a. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than five (5) persons nor more than fifteen (15) persons. The first Board of Directors shall have seven (7) members, and in the future the number will be determined from time to time in accordance with the provisions of the Corporation's Bylaws.
- b. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in the Corporation's Bylaws.

Article VII

Officers

- a. The affairs of the Corporation shall be President, Vice President, Secretary and Treasurer, who shall have the powers and duties as are set forth in the Bylaws. All officers of the Corporation shall be elected annually by the Board of Directors in accordance with the Bylaw, at the regular annual meeting of the Board of Directors to be

held immediately following the annual meeting of the membership. At such regular meeting, the Board of Directors shall elect any additional officers, consistent with the Corporation's Bylaws, as it shall deem desirable. The President shall be elected from among the membership of the Board of Director's but no other officer need be a Director.

- b. Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers of the Corporation, who shall serve at the pleasure of the Corporation. The names and addresses of the officers who shall serve until the first election of the officers is held pursuant to the provisions of the Bylaws are as follows:

Name	Office	Address
Leonel Giannini	President	9600 NW 38 th Street, Suite 100 Doral, FL 33178
Gabriel Matute	Vice President	9600 NW 38 th Street, Suite 100 Doral, FL 33178
Alex Myer	Treasurer	9600 NW 38 th Street, Suite 100 Doral, FL 33178
Colin Veater	Secretary	41 SW 18 th Terrace Miami, FL 33129

Article VIII

Initial Board of Directors

The following persons shall constitute the initial board of directors of the Corporation, and they shall hold office for the term set forth in, and in accordance with, the Corporation's Bylaws:

Name	Address
Camilo Atala F.	9000 NW 38 th Street, Suite 100 Doral, FL 33138
Juan Carlos Atala	9000 NW 38 th Street, Suite 100 Doral, FL 33138
Salomon Barjum	9000 NW 38 th Street, Suite 100 Doral, FL 33138
Abel Garcia	9000 NW 38 th Street, Suite 100 Doral, FL 33138
Leonel Giannini	9000 NW 38 th Street, Suite 100 Doral, FL 33138
Jose Alejandro Piedrahita	251 Crandon Blvd, #1133 Key Biscayne, FL 33149
Colin Veater	41 SW 18 th Terrace

Article IX

Bylaws

The Bylaws of the Corporation shall be adopted by the first board of directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the members of the Corporation.

Article X

Amendments

Proposals for the alteration, amendment or rescission of these Articles of Incorporation shall be made by a majority of the Board of Directors or by a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, shall be filed by the Board of Directors or by a majority of the voting members, and shall be delivered to the President (or to the Vice President) who shall thereupon call a meeting of the Corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of a majority of the Board of Directors or an affirmative vote of a majority of the members of the Corporation shall be required for adoption of the requested alterations, amendment or rescission.

Article XI

Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonable incurred by or imposed upon him or her in connection with any proceeding or any settlement therefore, to which he or she may be a party, or in which he or she may become involved by reason or being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled. The Board of Directors may purchase liability insurance to insure all directors or officers, past or present, against all expenses and

liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

Article XII

Address

The principal office of the Corporation shall be located at 9600 NW 38th Street, Suite 100, Doral, Florida 33178 but the Corporation may maintain offices, and transact business, in such other places within or outside of the State of Florida as may from time to time be designated by the Board of Directors.

Article XIII

Registered Agent/Incorporator

The name and Florida street address of the Registered Agent/Incorporator

Colin Veater

41 SW 18th Terrace

Miami, FL 33129

07 JAN 25 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature: Registered Agent / Incorporator

1/8/07

Date